

State and Federal Applications for Renewal of the Trans Alaska Pipeline System

©2001 Trans Alaska Pipeline System Owners

Notice on Revisions

The contents of this electronic file are subject to revision without notice to individual holders. However, revisions will be placed on the TAPS Right-of-Way Renewal web site at www.tapsrow.com. Please visit the web site to ensure that you have the current version.



Unocal Pipeline Company
A Unocal Company
14141 Southwest Freeway
Sugar Land, Texas 77478
Telephone (281) 287-7775
Facsimile (281) 287-7331

RECEIVED
JOINT PIPELINE OFFICE

01 MAY -2 AM 10:04



PIPELINE

APR 30 2001

Joseph M. Monroe
President

Mr. Pat Pourchot
Commissioner
Alaska Department of Natural Resources
400 Willoughby Avenue
Juneau, Alaska 99801

Mr. William G. Britt, Jr.
State Pipeline Coordinator
411 West 4th Avenue
Suite 2
Anchorage, Alaska 99501

Re: Renewal Of TAPS Lease And Associated Rights

Gentlemen:

Unocal Pipeline Company ("Unocal") owns an undivided interest in the May 3, 1974 Right-of-Way Lease for the Trans-Alaska Pipeline ("TAPS Lease") and other rights associated with the TAPS Lease ("Associated Rights"). The TAPS Lease provides that it will (and accordingly the Associated Rights will) remain in full force and effect until 12:00 noon on May 2, 2004, and "[t]he Commissioner shall renew the Lease [and Associated Rights] . . . so long as the Pipeline is in commercial operation and the Lessees are in full compliance with State law, including but not limited to State law pertaining to regulation and taxation of the Pipeline." TAPS Lease §2(c).

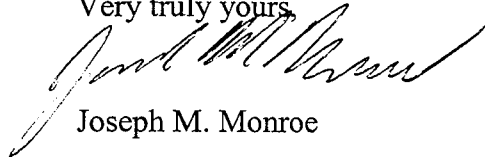
Unocal, in coordination with the other undivided interest owners of the TAPS Lease and Associated Rights ("Other TAPS Owners"), applies for renewal of the TAPS Lease and Associated Rights. See Line Lists at Tab1A-1C in Volume 2. Unocal seeks renewal of the TAPS Lease and Associated Rights for the maximum period authorized by law on the same terms as those set out in the TAPS Lease and Associated Rights.

Included with this application are materials to assist you in making your renewal determination. See the Right-of-Way Leasing Act at AS 38.35.110 and the Pipeline Right-of-Way Leasing regulations at 11 AAC 80.075. That material includes information (i) pertaining to commercial operations (Commercial Operations Tab of this Volume) and compliance with State law and lease terms (Compliance Tab of this Volume) and (ii) provided to the Bureau of Land Management in conjunction with renewal of the Federal Agreement and Grant of Right-of-Way for the Trans-Alaska Pipeline (Federal ROW Renewal Application Submittal Tab of this Volume and Vols. 2 and 3).

Mr. Pat Pourchot
Mr. William G. Britt, Jr.
Page 2

As you know, Unocal and the Other TAPS Owners have established a Right-of-Way Renewal Team to work with the State of Alaska, the Federal Government, and stakeholders in renewing the TAPS Owners' rights. W. Steven Jones, Project Manager of the TAPS Right-of-Way Renewal Team, will serve as our contact on Right-of-Way Renewal matters. Please direct all correspondence and notifications to W. Steven Jones.

Very truly yours,

A handwritten signature in black ink, appearing to read "Joe M. Monroe", written in a cursive style.

Joseph M. Monroe

Commercial Operation

**TAPS Oil Movements Historical Data
Reporting for December 2000**

The attached operations reports depict TAPS oil movements. Throughout the day, the Operations Control Center at the Valdez Marine Terminal receives data from metering systems that are located at Pump Station 1, Golden Valley Electric Association, Petro Star Valdez Refinery and Valdez Marine Terminal. Every 24 hours the data is compiled and transmitted to Anchorage.

The first page of the attachment, known as the OMH-2A report, shows the daily ending volume (measured in barrels) in the tanks at Pump Station 1, as well as the daily tankage change. The output number (reflected in the "Output" column) either adds or subtracts the tankage change to the total metered volume from the Producers to determine the actual volume which entered the pipeline.

The second page of the attachment, known as the OMH-3C report, shows the daily data pertaining to oil movements at Valdez. It reflects the volume (measured in barrels) that flows through the incoming meters from the pipeline and the volume loaded onto vessels by berth, together with (in the "Valdez Loadings" column) loadings from all berths.

DATE: 01/05/01 DATA FOR DECEMBER, 2000										VALDEZ OIL MOVEMENTS									
HISTORICAL DATA										TANK REF PORT 12									
DATE	TANK	110	TANK	111	PUMP	STATION	TANK	CHG	VCI	OUTPUT	RELIEF	TANKS	CHG						
01	81,083		77,403			10,438-			13.7	1,077,102	150,796	1,354-							
02	78,732		75,090			4,754-			13.7	1,069,638	149,805	991-							
03	64,470		60,792			28,560-			13.6	1,091,275	157,995	8,190							
W/TOT	74,762		71,125			14,584-			13.7	3,238,015	152,865	1,948							
W/AVG										1,079,338									
04	38,597		34,977			61,688-			12.8	1,078,679	147,436	10,559-							
05	37,085		34,256			1,633-			13.9	1,035,035	154,523	7,087							
06	38,515		34,834			1,208			14.0	1,036,718	161,621	7,098							
07	39,701		36,206			2,768			13.9	1,021,124	157,766	3,866-							
08	42,798		39,204			6,095			14.1	1,028,678	154,044	3,721-							
09	47,790		44,393			10,181			14.1	1,036,598	161,289	7,245							
10	80,016		77,024			64,857			14.2	992,541	144,090	17,190-							
W/TOT	46,415		42,985			4,540			13.9	7,229,373	154,398	1,986-							
W/AVG										1,032,768									
11	94,877		91,928			29,765			14.2	1,026,109	154,382	10,292							
12	100,145		97,114			10,454			14.3	1,010,948	155,837	1,455							
13	105,597		102,546			10,884			14.2	1,022,777	168,208	9,371							
14	81,921		78,025			47,597-			14.0	1,071,327	154,516	10,692-							
15	64,170		60,671			35,705-			13.9	1,059,061	150,906	3,610-							
16	51,043		47,501			26,297-			13.8	1,027,019	147,140	3,766-							
17	54,262		50,840			6,558			14.0	972,514	145,051	2,089-							
W/TOT	78,859		75,604			7,420-			14.1	7,189,755	153,291	137							
W/AVG										1,027,108									
18	66,729		63,672			25,299			13.8	990,285	153,323	8,272							
19	76,036		71,678			16,312			13.7	997,818	161,196	7,872							
20	91,433		88,105			32,825			13.8	1,016,125	148,059	13,136-							
21	95,398		92,036			7,806			13.8	1,037,219	145,115	2,944-							
22	62,136		58,710			66,586-			13.6	1,096,537	142,962	2,153-							
23	44,005		40,363			36,478-			13.7	1,069,242	138,237	4,725-							
24	42,030		38,414			3,924-			13.9	1,038,108	147,156	8,919							
W/TOT	68,109		64,711			3,623-			13.8	7,245,334	148,007	301							
W/AVG										1,035,048									
25	44,959		41,402			5,917			13.9	1,034,328	154,881	7,725							
26	60,641		57,030			31,210			13.9	1,029,775	145,627	9,254-							
27	67,258		63,756			13,443			13.9	1,042,549	148,916	3,288-							
28	82,709		79,250			30,945			13.8	1,047,764	147,179	1,736-							
29	65,434		61,799			34,726-			13.8	1,080,561	154,856	7,677							
30	55,411		51,999			19,823-			14.1	1,076,938	148,878	5,978-							
31	59,064		55,682			7,306			14.3	1,062,215	143,841	6,037-							
W/TOT	62,197		58,698			4,896			14.0	7,374,130	149,168	474-							
W/AVG										1,053,147									
W/TOT	64,947		61,528			1,752-			13.9	32,276,607	151,375	268-							
W/AVG										1,041,181									
Y/AVG										365,707,875									
										999,202									

DATE: 01/05/01

DATA FOR DECEMBER, 2000

DATE V D 2 I N C O M I N G

01 1,003,493 30.8 0.162 5,038,293

02 1,001,365 30.8 0.228 5,353,989

03 1,015,826 31.0 0.233 5,238,197

W/TOT 3,020,684 30.9 0.208 5,210,160

W/AVG 1,006,895

04 1,023,704 31.0 0.325 4,935,688

05 965,852 31.2 0.228 4,830,656

06 963,527 31.0 0.190 5,325,684

07 958,755 31.2 0.238 5,352,305

08 967,459 31.1 0.369 5,014,798

09 984,744 31.1 0.208 5,009,548

10 932,310 31.1 0.188 5,147,814

W/TOT 6,766,361

W/AVG 966,623

11 947,950 31.1 0.248 5,085,212

12 966,401 31.0 0.162 5,359,555

13 950,322 30.4 0.175 6,783,176

14 1,024,376 30.9 0.159 6,630,070

15 1,009,677 31.2 0.176 6,668,649

16 977,601 31.2 0.170 5,254,681

17 914,088 31.1 0.176 5,204,896

W/TOT 6,799,615

W/AVG 970,068

18 912,122 31.2 0.257 6,109,809

19 931,660 31.4 0.228 6,248,680

20 935,232 31.5 0.175 6,789,480

21 994,177 31.4 0.190 7,452,120

22 1,036,750 31.3 0.256 6,784,114

23 1,028,978 31.4 0.208 5,556,699

24 985,299 31.3 0.190 4,637,762

W/TOT 6,844,118

W/AVG 977,731

25 967,226 31.6 0.183 4,001,807

26 972,217 31.5 0.174 4,343,674

27 979,738 31.4 0.163 4,479,640

28 977,440 32.0 0.167 5,312,677

29 1,016,907 31.6 0.159 4,898,048

30 1,028,541 31.6 0.159 5,925,536

31 1,012,000 31.3 0.160 5,734,049

W/TOT 6,967,975

W/AVG 995,425

32 967,975 31.6 0.166 4,959,319

W/TOT 30,389,753

W/AVG 980,315

V/TOT 338,506,301

V/AVG 924,881

VALDEZ OIL MOVEMENTS

HISTORICAL DATA REPORTING

VALDEZ LOADED AT BERTH 1

VALDEZ LOADED AT BERTH 3

VALDEZ LOADED AT BERTH 4

VALDEZ LOADED AT BERTH 5

VALDEZ LOADED AT BERTH 6

VALDEZ LOADED AT BERTH 7

VALDEZ LOADED AT BERTH 8

VALDEZ LOADED AT BERTH 9

VALDEZ LOADED AT BERTH 10

VALDEZ LOADED AT BERTH 11

VALDEZ LOADED AT BERTH 12

VALDEZ LOADED AT BERTH 13

VALDEZ LOADED AT BERTH 14

VALDEZ LOADED AT BERTH 15

VALDEZ LOADED AT BERTH 16

VALDEZ LOADED AT BERTH 17

VALDEZ LOADED AT BERTH 18

VALDEZ LOADED AT BERTH 19

VALDEZ LOADED AT BERTH 20

VALDEZ LOADED AT BERTH 21

VALDEZ LOADED AT BERTH 22

VALDEZ LOADED AT BERTH 23

VALDEZ LOADED AT BERTH 24

VALDEZ LOADED AT BERTH 25

VALDEZ LOADED AT BERTH 26

VALDEZ LOADED AT BERTH 27

VALDEZ LOADED AT BERTH 28

VALDEZ LOADED AT BERTH 29

VALDEZ LOADED AT BERTH 30

VALDEZ LOADED AT BERTH 31

VALDEZ LOADED AT BERTH 32

VALDEZ LOADED AT BERTH 33

VALDEZ LOADED AT BERTH 34

VALDEZ LOADED AT BERTH 35

VALDEZ LOADED AT BERTH 36

VALDEZ LOADED AT BERTH 37

VALDEZ LOADED AT BERTH 38

VALDEZ LOADED AT BERTH 39

VALDEZ LOADED AT BERTH 40

VALDEZ LOADED AT BERTH 41

VALDEZ LOADED AT BERTH 42

VALDEZ LOADED AT BERTH 43

VALDEZ LOADED AT BERTH 44

VALDEZ LOADED AT BERTH 45

VALDEZ LOADED AT BERTH 46

VALDEZ LOADED AT BERTH 47

VALDEZ LOADED AT BERTH 48

VALDEZ LOADED AT BERTH 49

VALDEZ LOADED AT BERTH 50

VALDEZ LOADED AT BERTH 51

VALDEZ LOADED AT BERTH 52

PAG

OMH

RECOVERED

CRUDE

BSW

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

1.258

RCA Tariff Materials

CORRECTED NOTICE OF TARIFF FILINGS BY TRANS ALASKA PIPELINE CARRIERS

The REGULATORY COMMISSION OF ALASKA gives notice that each of the seven Trans Alaska Pipeline System (TAPS) carriers has filed tariff revision(s) as listed below. The carriers request an effective date of January 1, 2001, for the filings.

CARRIER	REVISED RATES	QUALITY BANK
Amerada Hess Pipeline Corporation (Amerada)	TL75-300	TL74-300
BP Pipelines (Alaska) Inc. (BP)	TL78-311	TL79-311
Exxon Pipeline Company (Exxon)	TL94-304	TL93-304
Phillips Alaska Pipeline Corporation (Phillips)	TL82-310	TL83-310
Phillips Transportation Alaska, Inc. (PTAI)	TL76-301	TL77-301
Unocal Pipeline Company (Unocal)	TL69-312	TL68-312
Williams Alaska Pipeline Company (WAPCO)	TL74-308	TL75-308

Following is a summary of the presently assessed and the proposed intrastate tariff rates per barrel for general transportation of Sadlerochit, Kuparuk, Lisburne, and Endicott petroleum through the TAPS.

	Prudhoe Bay to North Pole		Prudhoe Bay to Valdez Marine Terminal		Prudhoe Bay to PetroStar Connection at Valdez	
	Present	Proposed	Present	Proposed	Present	Proposed
AMERADA (TL74-300)	\$1.52	\$2.08	\$2.55	\$3.40	\$2.53	\$3.38
BP (TL78-311)	\$1.61	\$1.61	\$2.61	\$3.54	\$2.58	\$3.52
EXXON (TL94-304)	\$1.98	\$2.18	\$3.22	\$3.88	\$3.20	\$3.87
PHILLIPS (TL82-310)	\$1.74	\$2.23	\$2.81	\$3.64	\$2.80	\$3.62
PTAI (TL76-301)	\$1.67	\$2.23	\$3.20	\$3.63	\$3.18	\$3.62
UNOCAL (TL69-312)	\$1.84	\$2.40	\$2.98	\$3.83	\$2.87	\$3.81
WAPCO (TL74-308)	\$1.88	\$2.14	\$3.02	\$3.48	\$3.01	\$3.48

All the carriers propose to decrease the Quality Bank Gravity Differential Value per Barrel from \$0.0194 to \$.0167 per one-tenth degree API gravity.

Detailed information may be obtained from the TAPS carriers at the following addresses.

Amerads - c/o Albert S. Tabor, Jr., Vinson & Elkins L.L.P.,
2300 First City Tower, 1001 Fannin Street, Houston, TX 77002-8760
PTAI - 700 G Street, Rm 819 Anchorage, AK 99501
BF - 900 East Benson Blvd., P.O. Box 190848, Anchorage, AK 99519-0848
Exxon - P. O. Box 2220, Houston, TX 77252-2220
Williams - Dorsey & Whitney LLP, 1031 W. 4th Ave., Suite 600, Anchorage, AK 99501
Phillips - Guess & Rudd, 510 L Street, Suite 700, Anchorage, AK 99501
Unocal - 909 W. 9th Street, Anchorage AK 99501

The Commission may approve a rate or classification which varies from those proposed. To the extent allowed by law, you may inspect the filings at the Commission's offices at 1016 West Sixth Avenue, Suite 400, Anchorage, Alaska 99501.

To comment on these filings, please file your comments by December 22, 2000, and include a statement that you've filed a copy of the comments with the TAPS carriers. If you need a special accommodation to make your comments, please contact Georgann Joy at 263-2107/TTY: 276-4533 by December 15, 2000.

DATED at Anchorage, Alaska, this 14th day of December, 2000.

REGULATORY COMMISSION OF ALASKA


G. Nanette Thompson
Chair

FERC Tariff Materials

OFFICE FILED
THE SECRETARY
00 DEC -8 AM 11:09
FEDERAL ENERGY
REGULATORY COMMISSION

1501-72 -000

F.E.R.C. No. 207
Cancels F.E.R.C. No. 188

UNOCAL PIPELINE COMPANY

LOCAL TARIFF

CONTAINING

RATES

FOR THE INTERSTATE TRANSPORTATION OF

PETROLEUM

BY

PIPELINE

THROUGH

TRANS ALASKA PIPELINE SYSTEM

TO

VALDEZ, ALASKA

Governed, except as otherwise provided herein, by Rules and Regulations shown in Unocal Pipeline Company F.E.R.C. Nos. 189 and 206, Supplements thereto or successive issues thereof. (w)

The provisions published herein, if effective, will not result in an effect on the quality of the human environment.

Issued on 23 days notice under authority of 18 CFR 341.14. This tariff publication is conditionally accepted subject to refund pending a 30 day review period.

FROM POINTS NAMED IN: PRUDHOE BAY, ALASKA	TO POINTS NAMED IN: VALDEZ, ALASKA
ISSUED: December 7, 2000	EFFECTIVE: January 1, 2001

Issued by:
Christopher W. Keene, Vice President
UNOCAL PIPELINE COMPANY
14141 Southwest Freeway
Sugar Land, TX 77478

Prepared by:
{W} James Halbouty
Industry/Regulatory Analyst
(281) 287-5895

2

LIST OF POINTS FROM AND TO WHICH RATES APPLY

FROM	TO	RATES IN DOLLARS AND CENTS PER BARREL OF 42 U.S. GALLONS
Prudhoe Bay, Alaska	Ship's Rail at Valdez Terminal Valdez, Alaska	
LISBURNE PETROLEUM		{I} 3.93
SADLEROCHIT PETROLEUM		{I} 3.93
KUPARUK PETROLEUM		{I} 3.93
ENDICOTT PETROLEUM		{I} 3.93

NOTE: Lisburne Petroleum is any petroleum delivered to CARRIER via Lisburne Metering Facility
 Sadlerochit Petroleum is any petroleum delivered to CARRIER from the Prudhoe Bay Field.
 Kuparuk Petroleum is any petroleum delivered to CARRIER via the Kuparuk Pipeline.
 Endicott petroleum is any petroleum delivered to CARRIER via the Endicott Pipeline.

The rates indicated are exclusive of the amount for the Trans Alaska Pipeline Liability Fund and for any penalties which may be incurred in connection with Scheduling and Use of Valdez Terminal (Items 55 and 60, respectively, of Unocal Pipeline Company F.E.R.C. No. 189, or supplements and reissues thereto); they cover transportation by trunk line only and no gathering service will be performed under this tariff. {W}

Effective July 1, 1997, Pumpability Factor for all crude types is 1.0 in accordance with the Interstate Pumpability Settlement Agreement, dated June 13, 1997.

{I} Increase
 {W} Change in wording only

ORIGINAL

FILED
OFFICE OF THE SECRETARYSupplement No. 2 to F.E.R.C. No. 189
Cancels Supplement No.1 to F.E.R.C.
No. 189

00 DEC -4 AM 11:50

ISOL-68-000

FEDERAL ENERGY
REGULATORY COMMISSION**UNOCAL
PIPELINE COMPANY
LOCAL TARIFF****CONTAINING
RULES AND REGULATIONS**

FOR THE INTERSTATE TRANSPORTATION OF

PETROLEUM

BY

PIPELINE

THROUGH

TRANS ALASKA PIPELINE SYSTEM

TO

VALDEZ, ALASKA

The Rules and Regulations published herein apply only under tariffs making specific reference by number to this tariff; such reference will include supplements hereto and successive issues hereof.

The provisions published herein, if effective, will not result in an effect on the quality of the human environment.

Issued on 30 days notice under authority of 18 CFR 341.14. This tariff publication is conditionally accepted subject to refund pending a 30-day review period.

ISSUED: December 1, 2000**EFFECTIVE: January 1, 2001**

Issued by:
Christopher Keene, Vice President
UNOCAL PIPELINE COMPANY
14141 Southwest Freeway
Sugar Land, TX 77478

Prepared by:
James Halbouty
Industry/Regulatory Advisor
(281) 287-5895

FERC DOCKETED

DEC 4 2000

Page 2

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
Item 30-A	Quality Adjustments	<p data-bbox="654 464 1373 785">SHIPPERS shall be debited and/or credited for all adjustments as provided for in this Item with respect to all Petroleum shipped. The calculation of SHIPPER'S debits and credits shall be made for each Month as required herein. The credit and debit balances for each accounting shall be adjusted among SHIPPER and all SHIPPERS in TAPS by collecting funds from those SHIPPERS (including SHIPPER, if applicable) having debit balances and by thereafter remitting funds collected to the SHIPPERS (including SHIPPER, if applicable) having credit balances. In the event of delay in collection or inability to collect from one or more SHIPPERS for any reason, only adjustment funds and applicable interest charges actually collected shall be distributed <i>pro rata</i> to SHIPPERS having credit balances. A Monthly accounting shall be rendered to SHIPPER after the end of each Month.</p> <p data-bbox="654 816 781 840"><u>Methodology</u></p> <p data-bbox="654 840 1373 961">SHIPPER authorizes CARRIER or its designee to compute adjustments among all SHIPPERS in TAPS for quality differentials arising out of TAPS common stream operation. SHIPPER agrees to pay CARRIER or its designee the adjustment due from SHIPPER determined in accordance with the procedures set out in this Item.</p> <p data-bbox="654 989 1373 1113">The procedures for making Quality Bank calculations and determining Quality Bank adjustments among SHIPPERS are specified in detail in this Item, as supplemented by the TAPS Quality Bank Methodology set forth in CARRIER'S Tariff F.E.R.C. No. 73, supplements thereto, and successive issues thereof, which are incorporated herein by reference.</p> <p data-bbox="654 1140 1373 1211">As prescribed in the TAPS Quality Bank Methodology, at the close of each Month CARRIER or its designated Quality Bank Administrator shall compute adjustments calculated as follows:</p> <p data-bbox="654 1236 1373 1360">a) Pump Station No. 1 Adjustment. An adjustment based on the difference between the Quality Bank Value of Pump Station No. 1 Base Petroleum during a Month and the Quality Bank Value of Petroleum received into TAPS at Pump Station No. 1 for a SHIPPER during the same Month shall be calculated as follows:</p> <ol style="list-style-type: none"> <li data-bbox="737 1388 1373 1535">(1) the Quality Bank Value per Barrel of each stream received into TAPS at Pump Station No. 1 during the Month for a SHIPPER shall be determined by summing the Quality Bank Value of each component of one Barrel of that stream as determined in accordance with the TAPS Quality Bank Methodology. <li data-bbox="737 1562 1373 1787">(2) the Quality Bank Value per Barrel of the Pump Station No. 1 Base Petroleum for the Month shall be determined by multiplying the Quality Bank Value per Barrel of each stream received into TAPS at Pump Station No. 1 during that Month by the number of Barrels of that stream received into TAPS at Pump Station No. 1 during that Month, summing the products so obtained and dividing the total by the number of Barrels of Petroleum received into TAPS at Pump Station No. 1 during that Month.

Page 3

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
Item 30-A	Quality Adjustments (Continued)	<p>(3) if the Quality Bank Value per Barrel of the Pump Station No. 1 Base Petroleum for any Month is greater than the Quality Bank Value per Barrel of a stream of Petroleum received into TAPS at Pump Station No. 1 during the same Month for a SHIPPER, such SHIPPER shall be debited an amount calculated by multiplying such difference by the number of Barrels of such Petroleum received into TAPS for such SHIPPER at Pump Station No. 1 during that Month.</p> <p>(4) the Quality Bank Value per Barrel of Pump Station No. 1 Base Petroleum for any Month is less than the Quality Bank Value per Barrel of a stream of Petroleum received into TAPS at Pump Station No. 1 during the same Month for a SHIPPER, such SHIPPER shall be credited an amount calculated by multiplying such difference by the number of Barrels of such Petroleum received into TAPS for such SHIPPER at Pump Station No. 1 during that Month.</p> <p>b) Connection Adjustment. An adjustment based on the difference between the Quality Bank Value of any Connection Base Petroleum during a Month and the Quality Bank Value of a SHIPPER'S Petroleum commingled at that Connection during the same Month shall be calculated as follows:</p> <p>(1) the Quality Bank Value per Barrel of a SHIPPER'S Petroleum commingled at a Connection during the Month shall be determined by summing the Quality Bank Values of each component of one Barrel of that Petroleum as determined in accordance with the TAPS Quality Bank Methodology.</p> <p>(2) the Quality Bank Value per Barrel of any Connection Base Petroleum for the Month shall be the Weighted Average Quality Bank Value of (1) the Petroleum entering TAPS at a Connection during the Month and (2) the Petroleum in TAPS just upstream of the point of entry into TAPS at that Connection during the Month.</p> <p>(3) if the Quality Bank Value per Barrel of any Connection Base Petroleum for any Month is greater than the Quality Bank Value per Barrel of a SHIPPER'S Petroleum commingled at that Connection during the same Month, such SHIPPER shall be debited an amount calculated by multiplying such difference by the number of Barrels of such SHIPPER'S Petroleum commingled at that Connection during that Month.</p>

Page 4

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
Item 30-A	Quality Adjustments (Continued)	<p data-bbox="721 512 1370 709">(4) if the Quality Bank Value per Barrel of any Connection Base Petroleum for any Month is less than the Quality Bank Value per Barrel of a SHIPPER'S Petroleum commingled at that Connection during the same Month, such SHIPPER shall be credited an amount calculated by multiplying such difference by the number of Barrels of such SHIPPER'S Petroleum commingled at that Connection during that Month.</p> <p data-bbox="646 722 1370 865">(c) Valdez Terminal Gravity Adjustment. An adjustment based on the difference between the Weighted Average Gravity of the Valdez Terminal Base Petroleum and the Weighted Average Gravity of Petroleum received out of the Valdez Terminal by a SHIPPER shall be calculated as follows:</p> <p data-bbox="734 877 1383 1117">(1) if the Weighted Average Gravity of the Valdez Terminal Base Petroleum for any Month is greater than the Weighted Average Gravity of Petroleum received out of the Valdez Terminal during the same Month by a SHIPPER, such SHIPPER shall be credited an amount calculated by multiplying such difference by the Gravity Differential Value Per Barrel and multiplying that total by the number of Barrels of such Petroleum received out of the Valdez Terminal during that Month by such SHIPPER.</p> <p data-bbox="740 1129 1390 1369">(2) if the Weighted Average Gravity of the Valdez Terminal Base Petroleum for any Month is less than the Weighted Average Gravity of Petroleum received out of the Valdez Terminal during the same Month by a SHIPPER, such SHIPPER shall be debited an amount calculated by multiplying such difference by the Gravity Differential Value Per Barrel and multiplying that total by the number of Barrels of such Petroleum received out of the Valdez Terminal during that Month by such SHIPPER.</p> <p data-bbox="610 1381 1390 1465">(3) Beginning July 1, 2000, the Gravity Differential Value Per Barrel is established at \$.0167 each one-tenth degree API Gravity (0.1° API).</p> <p data-bbox="610 1423 643 1449">[D]</p> <p data-bbox="672 1491 857 1516"><u>General Provisions</u></p> <p data-bbox="672 1495 1399 1617">In addition to the adjustments described in this Item, SHIPPER agrees to pay CARRIER or its designee a per Barrel charge to reimburse CARRIER for the costs of administering the adjustments among SHIPPERS under this Item.</p> <p data-bbox="672 1621 1406 1843">In the event any payment is made to SHIPPER hereunder and it is subsequently determined by any Federal or State court, administrative agency or other governmental entity having jurisdiction that no other SHIPPER was liable for the adjustment for which payment was made, SHIPPER receiving such payment shall, upon receipt of an accounting from CARRIER, return the same to CARRIER or its designee. CARRIER shall promptly utilize same to reimburse all SHIPPERS who made such payments.</p>

Page 5

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
Item 30-A	Quality Adjustments (Continued)	<p data-bbox="651 495 1360 642">All payments due from SHIPPER under this Item shall be made by SHIPPER within 20 days of receipt of each accounting and, for any delay in payment beyond such 20 day period, shall bear interest calculated at an annual rate equivalent to 125% of the prime rate of interest of Citibank N.A. of New York, New York, on ninety-day loans to substantial and responsible commercial borrowers as of the date of accounting.</p> <p data-bbox="651 669 1360 1020">If SHIPPER fails to make payment due hereunder within 30 days of issuance of each accounting, CARRIER shall have the right to sell at public auction either directly or through an agent at any time after such 30-day period any Petroleum of SHIPPER in its custody. Such auction may be held on any day, except a legal holiday, and not less than 48 hours after publication of notice of such sale, in a daily newspaper of general circulation published in the town, city or general area where the sale is to be held, stating the time and place of sale and the quantity and location of Petroleum to be sold. At said sale, CARRIER shall have the right to bid, and, if it is the highest bidder, to become the purchaser. From the proceeds of said sale, CARRIER will deduct all payments due and expenses incident to said sale, and the balance of the proceeds of the sale remaining, if any, shall be held for whosoever may be lawfully entitled thereto.</p> <p data-bbox="651 1047 1360 1293">CARRIER and its designee are authorized by SHIPPER to receive through measurement, connecting CARRIERS or otherwise all information and data necessary to make the computations under this Item. SHIPPER will furnish CARRIER or its designated Quality Bank Administrator, and consents to CARRIER or its designated Quality Bank Administrator acquiring from other CARRIERS or other persons, any additional information and data necessary to make the computations under this Item. SHIPPER also consents to CARRIER or its agents disclosing to the designated Quality Bank Administrator all information and data necessary to make the computations under this Item.</p> <p data-bbox="651 1320 1360 1369">The name and address of CARRIER'S designated Quality Bank Administrator will be made available upon written request to CARRIER.</p> <p data-bbox="651 1396 1360 1516">Adjustment payments and administrative costs in this Item are not a part of CARRIER'S transportation tariff rates, and such shall not be an offset or other claim by SHIPPER against sums due CARRIER for transportation or other charges, costs, or fees due or collected under CARRIER'S tariffs.</p>
[D]	Decrease in Rates	

FILED
OFFICE OF THE SECRETARY

99 DEC -1 PM 4:03

FEDERAL ENERGY
REGULATORY COMMISSION

F.E.R.C. No. 189
Cancels F.E.R.C. No. 67

**UNOCAL
PIPELINE COMPANY
LOCAL TARIFF**

**CONTAINING
RULES AND REGULATIONS**

**FOR THE INTERSTATE TRANSPORTATION OF
PETROLEUM**

**BY
PIPELINE**

**THROUGH
TRANS ALASKA PIPELINE SYSTEM
TO
VALDEZ, ALASKA**

The Rules and Regulations published herein apply only under tariffs making specific reference by number to this tariff; such reference will include supplements hereto and successive issues hereof.

The provisions published herein, if effective, will not result in an effect on the quality of the human environment.

ISSUED: December 1, 1999

EFFECTIVE: January 1, 2000

[W] Issued by:
Christopher Keene, Vice President
UNOCAL PIPELINE COMPANY
14141 Southwest Freeway
Sugar Land, TX 77478

[W] Prepared by:
Mary Anne Collins
Regulatory Compliance Analyst
(281) 287-7328

Page 2

TABLE OF CONTENTS

[W] Change in wording only. All page numbers on this page have been changed.

SUBJECT	ITEM NO.	PAGE NO.
Application of Rates and Charges	95	21
Base Inventory	45	16
Charge for Trans Alaska Pipeline Liability Fund	60	19
Claims, Suits, and Time for Filing	105	22
Commodity.....	10	6
[N] Connections to the Trans Alaska Pipeline System	135	24
Definitions	5	3
Destination Facilities	75	21
Duty of CARRIER	85	21
Explanation of Abbreviations and Reference Marks		24
Inhibitors	80	21
In Transit Shipments	125	23
Legality of Shipments	115	22
Liability of CARRIER	65	20
Limitation of Shipments	130	23
Measurement, Testing, Corrections, and Deductions	20	7
Merchantable Oil	15	6
Minimum Tender	35	12
Origin Facilities	70	20
Payment of Transportation and Other Charges	100	21
Pipage Contracts	90	21
[C] Proration of Pipeline Capacity (See <i>Tendering, Scheduling and Proration Procedures</i> below)		
Quality Adjustments	30	8
Rates Applicable from and to Intermediate Points	120	23
Scheduling and Use of Pipeline	50	16
Scheduling and Use of Valdez Terminal and Penalty Provisions	55	17
Shipments, Maintenance of Identity	25	8
[W] Tendering, Scheduling and Proration Procedures	40	13
Title	110	22

Page 3

RULES AND REGULATIONS

CARRIER will receive Petroleum for transportation through its own Pipeline and will deliver Petroleum to marine vessels at its Valdez Terminal, Valdez, Alaska, subject to the following conditions:

ITEM NO.	SUBJECT	RULES AND REGULATIONS
5	Definitions	<p data-bbox="678 569 1409 695">"Actual Arrival Time" as herein used means the time, according to Valdez, Alaska, local time, that a vessel communicates to the Operating Agent its readiness to commence loading after entering the Prince William Sound Vessel Traffic Service Area or an area subsequently designated by the carriers.</p> <p data-bbox="678 726 1409 831">"Administrator" and "the Administrator" as herein used mean the party retained by the carriers to provide computation, clearinghouse, and other services required to administer the Quality Bank. The name and address of the designated Administrator are available upon written request.</p> <p data-bbox="678 856 1409 909">"Barrel" as herein used means forty-two (42) United States standard gallons at sixty degrees (60°) Fahrenheit.</p> <p data-bbox="678 934 1409 1014">"Base Inventory" as herein used means the total Volume of Petroleum in the System's pipeline base inventory and terminal tankage base inventory, which Volume excludes Petroleum in fuel tanks and in Working Capacity.</p> <p data-bbox="678 1039 1409 1119">"CARRIER'S Base Inventory" as herein used means Base Inventory multiplied by the CARRIER'S percentage of undivided interest ownership in the System.</p> <p data-bbox="678 1144 1409 1197">"SHIPPER'S Base Inventory" as herein used means that portion of CARRIER'S Base Inventory allotted to that SHIPPER.</p> <p data-bbox="678 1222 1409 1327">"CARRIER" and "the CARRIER" as herein used mean Unocal Pipeline Company. In general usage, "carrier" as herein used means any of the companies which own a portion of the System making them party to the common Owners' Operating Agreement.</p> <p data-bbox="678 1352 1409 1457">"Connection" as herein used means a connection to the System for the purpose of receiving Petroleum into the System, other than receiving Petroleum at Pump Station No. 1 and delivering Petroleum from Valdez Terminal.</p> <p data-bbox="678 1482 1409 1587">"Connection Base Petroleum" as herein used means the Petroleum resulting from the commingling of (1) the Petroleum entering the System at a Connection and (2) the Petroleum in the System just upstream of the point of entry into the System at that Connection.</p> <p data-bbox="678 1612 1409 1665">"Consignee" as herein used means anyone to whom Petroleum transported under this tariff is consigned when delivered out of the Pipeline.</p> <p data-bbox="678 1690 1409 1743">"Differential Value Per Barrel" as herein used means the differential value as established or revised in Item 30.</p>

Page 4

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
5	Definitions (Continued)	<p data-bbox="662 443 1386 495">"GRAVITY" as herein used means the gravity of Petroleum expressed in degrees API at sixty degrees (60°) Fahrenheit.</p> <p data-bbox="662 520 1386 573">"Lifting Schedule" as herein used means the schedule of vessels and liftings at the Valdez Terminal prepared by the Operating Agent.</p> <p data-bbox="662 598 1386 678">"100 Barrel-Mile Deliveries" as herein used means the number of Barrels of Petroleum delivered out of the System multiplied by the number of miles each such Barrel was transported, divided by 100.</p> <p data-bbox="662 703 1386 783">"Operating Agent" and "the Operating Agent" as herein used mean the agent engaged by the carriers to perform the physical operation and maintenance of the System.</p> <p data-bbox="662 808 1386 861">"Petroleum" as herein used means unrefined liquid hydrocarbons including gas liquids.</p> <p data-bbox="662 886 1386 938">"Pipeline" as herein used means CARRIER'S undivided interest ownership in the System.</p> <p data-bbox="662 963 1386 1064">"Port Information Manual" as herein used means the manual governing the characteristics, required equipment, and operation of vessels arriving to lift Petroleum at Valdez, Alaska. Copies of the Port Information Manual are available upon written request.</p> <p data-bbox="662 1089 1386 1142">"Pump Station No. 1" as herein used means the pump station facilities near Prudhoe Bay, Alaska, where Petroleum is received into the System.</p> <p data-bbox="662 1167 1386 1247">"Pump Station No. 1 Base Petroleum" as herein used means the Petroleum stream resulting from deliveries into the System at Pump Station No. 1 by all shippers.</p> <p data-bbox="662 1272 1386 1373">"Scheduled Arrival Day" as herein used means the Day, stated in a Lifting Schedule, that a vessel is scheduled to enter the Prince William Sound Vessel Traffic Service Area, or an area subsequently designated by the carriers.</p> <p data-bbox="662 1398 1386 1535">"SHIPPER" and "the SHIPPER" as herein used mean the party who contracts with the CARRIER for transportation of Petroleum under the terms of this tariff. In general usage, "shipper" as herein used means the party who contracts with any of the carriers of the System for transportation of Petroleum.</p> <p data-bbox="662 1560 1386 1591">"System" as herein used means the Trans Alaska Pipeline System (TAPS).</p> <p data-bbox="662 1617 1386 1717">"Tender" as herein used means an offer by a SHIPPER to the CARRIER of a stated quantity of Petroleum for transportation from a specified origin or origins to a specified destination in accordance with these Rules and Regulations.</p>

Page 5		
RULES AND REGULATIONS		
ITEM NO.	SUBJECT	RULES AND REGULATIONS
5	Definitions (Continued)	<p>"Valdez Terminal" as herein used means that marine terminal facility, located at Valdez, Alaska, which provides working storage, terminal, and marine vessel loading facilities and services for shippers shipping Petroleum through the System.</p> <p>"Valdez Terminal Based Petroleum" as herein used means the Petroleum delivered out of Valdez Terminal.</p> <p>"Volume" as herein used means the quantity expressed in Barrels.</p> <p>"Weighted Average" as herein used means an average calculated on a Volume weighted basis.</p> <p>"Working Capacity" as herein used means the total capacity of all operational tanks for the handling of Petroleum at Valdez, Alaska, pending loading on vessels, that are a part of terminal tankage, between 2'6" above the bottom of the tank shell and 3'9" below the top of the tank shell, less the capacity, as determined by the Operating Agent, required to receive the Volume of Petroleum which should be moved out of the pipeline to prevent the internal pressure in the pipeline from exceeding design limits in the event its operation should be shut down.</p> <p>"CARRIER'S Working Capacity" as herein used means Working Capacity multiplied by the CARRIER'S percentage of undivided interest ownership in the Valdez Terminal operational tanks.</p> <p>"SHIPPER'S Working Capacity" as herein used means that portion of CARRIER'S Working Capacity allotted to that SHIPPER.</p> <p>"Working Inventory" as herein used means the total Volume of Petroleum in Working Capacity at any given time.</p> <p>"CARRIER'S Working Inventory" as herein used means the Volume of Petroleum in the custody of the CARRIER that constitutes a part of Working Inventory at any given time.</p> <p>"SHIPPER'S Working Inventory" as herein used means that portion of CARRIER'S Working Inventory allotted to that SHIPPER.</p> <p>"Date of Commissioning" as herein used means July 31, 1977.</p> <p>"Day" as herein used means the period of time commencing at 0000 hours on one day and ending at 2400 hours on the same day according to Valdez, Alaska, local time.</p> <p>"Week" or "Weekly" as herein used means seven consecutive Days commencing on Monday at 0000 hours and ending at 2400 hours on the next succeeding Sunday according to Valdez, Alaska, local time.</p>

Page 6		
RULES AND REGULATIONS		
ITEM NO.	SUBJECT	RULES AND REGULATIONS
5	Definitions (Continued)	<p>"Month" or "Monthly" as herein used means the period of time commencing at 0000 hours on the first Day of a calendar month and ending at 2400 hours on the last Day of that calendar month according to Valdez, Alaska, local time.</p> <p>"Year" as herein used means the period of time commencing at 0000 hours on January 1 and ending at 2400 hours on the next succeeding December 31, according to Valdez, Alaska, local time.</p>
10	Commodity	The CARRIER will transport Petroleum as defined in Item 5, exclusively, and will not accept any other commodity for transportation.
15	Merchantable Oil	<p>"Merchantable Oil" means Petroleum suitable for refining or use as a fuel. Petroleum will be accepted for transportation and delivery by CARRIER only on condition that it is good Merchantable Oil of gravity, viscosity, pour point, vapor pressure, temperature, and hydrogen sulfide (H₂S) content which will permit its being readily susceptible to safe and efficient transportation through the System and will not materially affect the characteristics of other Petroleum shipments for which adjustments are not available through the Quality Bank described in Item 30.</p> <p>CARRIER reserves the right to reject any Petroleum for transportation if (a) it contains more than thirty-five one hundredths of 1% (0.35%) by volume of basic sediment and water; (b) its temperature exceeds one hundred forty-two degrees (142°) Fahrenheit [except that, Petroleum may be accepted for transportation at any point in the System at a temperature in excess of one hundred forty-two degrees (142°) Fahrenheit, but only under such circumstances and during such times as Carrier determines that the higher temperature will not result in violation of any design or operating requirement for the System, at any point in the System, or result in inequities or discrimination as between carriers or shippers]; (c) its hydrogen sulfide (H₂S) content in solution exceeds fifty (50) parts per million by weight; and (d) the hydrogen sulfide (H₂S) content, in solution in the calculated combined stream of Petroleum of any Shipper at any given entry point in the System, at any given time exceeds ten (10) parts per million by weight or (e) the vapor pressure in the calculated combined stream of Petroleum of any Shipper at any given entry point in the System at any given time exceeds the greater of atmospheric pressure or 14.7 psia at receipt temperature. The limits specified in (d) and (e) above shall only apply when at the same time and same entry point, either the hydrogen sulfide (H₂S) content in solution or the vapor pressure of the calculated combined stream of Petroleum in the custody of Carrier in the System would exceed the limits specified in (d) and (e) above. In calculating each such characteristic of the calculated combined stream of Petroleum at any given entry point in the system, only Petroleum delivered in the System at that point and all points upstream shall be considered.</p>

Page 7		
RULES AND REGULATIONS		
ITEM NO.	SUBJECT	RULES AND REGULATIONS
15	Merchantable Oil (Continued)	<p>Before any Petroleum, whose origin is from a producing reservoir or processing plant from which Petroleum has not previously been accepted for transportation in the System, is tendered for transportation, the SHIPPER shall provide the CARRIER and the Operating Agent written notice thereof at least sixty (60) Days prior to its actual acceptance. Such notice shall include a suitable assay of the tendered Petroleum in order for the CARRIER and the Operating Agent to determine whether the System has the ability to safely and efficiently handle and transport such Petroleum.</p> <p>If Petroleum tendered for transportation differs materially in character from that being transported in CARRIER'S System, then it will be transported, if at all, only under such terms as the CARRIER and SHIPPER may agree. CARRIER reserves the right to refuse to accept Petroleum that would damage the System or cause damage to the commingled stream of a kind for which just and reasonable compensation cannot be obtained through the means described in Item 30.</p>
20	Measurement, Testing, Corrections, and Deductions	<p>Petroleum accepted by the CARRIER for transportation will be measured and tested by representatives of the CARRIER and/or the Operating Agent prior to or at the time of its receipt from the SHIPPER. Each SHIPPER will have the privilege of being present or represented during the measurement and testing procedures. However, failure of a SHIPPER or Consignee to have a representative present will constitute a waiver, and the SHIPPER shall be bound by the information and data on the tickets.</p> <p>Quantities will be measured by the use of CARRIER-approved meters and/or mutually acceptable custody transfer facilities. When agreed by CARRIER, quantities can be determined from certified tank tables on a one hundred percent (100%) Volume basis and shall show the gross Volume at the observed fluid temperature.</p> <p>All shipments will be received and delivered with Volumes corrected as to temperature from observed degrees Fahrenheit to sixty degrees (60°) Fahrenheit by use of applicable ASTM-IP correction tables (in latest revision).</p> <p>A centrifuge machine, or other methods agreed upon by the CARRIER, will be used for ascertaining the percentage of basic sediment, water, and other impurities in the shipment and the full amount of basic sediment, water, and other impurities thus determined will be deducted from the corrected Volume. The net balance at sixty degrees (60°) Fahrenheit, less adjustments and losses as determined in Item 30 and Item 65, will be the quantity deliverable by the CARRIER to the SHIPPER or Consignee and the transportation charges will be assessed in accordance therewith.</p>

Page 8		
RULES AND REGULATIONS		
ITEM NO.	SUBJECT	RULES AND REGULATIONS
25	Shipments, Maintenance of Identity	<p>Petroleum will be accepted for transportation only on condition that it may be subject to such changes in gravity and other quality characteristics while in transit as would result from intermixing with other Petroleum in the System. CARRIER will be under no obligation to deliver the identical Petroleum received but may make delivery out of the commingled stream or common stock in the tankage at Valdez Terminal.</p> <p>Adjustments for changes in gravity and other quality characteristics which materially affect the value of Petroleum transported in the System will be made as provided in the Quality Bank described in Item 30.</p>
30	Quality Adjustments	<p>SHIPPERS shall be debited and/or credited for all adjustments as provided for in this Item with respect to all Petroleum shipped. The calculation of SHIPPER'S debits and credits shall be made for each Month as required herein. The credit and debit balances for each accounting shall be adjusted among SHIPPER and all SHIPPERS in TAPS by collecting funds from those SHIPPERS (including SHIPPER, if applicable) having debit balances and by thereafter remitting funds collected to the SHIPPERS (including SHIPPER, if applicable) having credit balances. In the event of delay in collection or inability to collect from one or more SHIPPERS for any reason, only adjustment funds and applicable interest charges actually collected shall be distributed <i>pro rata</i> to SHIPPERS having credit balances. A Monthly accounting shall be rendered to SHIPPER after the end of each Month.</p> <p><u>Methodology</u> SHIPPER authorizes CARRIER or its designee to compute adjustments among all SHIPPERS in TAPS for quality differentials arising out of TAPS common stream operation. SHIPPER agrees to pay CARRIER or its designee the adjustment due from SHIPPER determined in accordance with the procedures set out in this Item.</p> <p>The procedures for making Quality Bank calculations and determining Quality Bank adjustments among SHIPPERS are specified in detail in this Item, as supplemented by the TAPS Quality Bank Methodology set forth in CARRIER'S Tariff F.E.R.C. No. 73, supplements thereto, and successive issues thereof, which are incorporated herein by reference.</p>

Page 9

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
30	Quality Adjustments (Continued)	<p data-bbox="621 457 1354 531">As prescribed in the TAPS Quality Bank Methodology, at the close of each Month CARRIER or its designated Quality Bank Administrator shall compute adjustments calculated as follows:</p> <p data-bbox="621 558 1354 688">a) Pump Station No. 1 Adjustment. An adjustment based on the difference between the Quality Bank Value of Pump Station No. 1 Base Petroleum during a Month and the Quality Bank Value of Petroleum received into TAPS at Pump Station No. 1 for a SHIPPER during the same Month shall be calculated as follows:</p> <ol style="list-style-type: none"> <li data-bbox="704 716 1354 871">(1) the Quality Bank Value per Barrel of each stream received into TAPS at Pump Station No. 1 during the Month for a SHIPPER shall be determined by summing the Quality Bank Value of each component of one Barrel of that stream as determined in accordance with the TAPS Quality Bank Methodology. <li data-bbox="704 898 1354 1129">(2) the Quality Bank Value per Barrel of the Pump Station No. 1 Base Petroleum for the Month shall be determined by multiplying the Quality Bank Value per Barrel of each stream received into TAPS at Pump Station No. 1 during that Month by the number of Barrels of that stream received into TAPS at Pump Station No. 1 during that Month, summing the products so obtained and dividing the total by the number of Barrels of Petroleum received into TAPS at Pump Station No. 1 during that Month. <li data-bbox="704 1157 1354 1367">(3) if the Quality Bank Value per Barrel of the Pump Station No. 1 Base Petroleum for any Month is greater than the Quality Bank Value per Barrel of a stream of Petroleum received into TAPS at Pump Station No. 1 during the same Month for a SHIPPER, such SHIPPER shall be debited an amount calculated by multiplying such difference by the number of Barrels of such Petroleum received into TAPS for such SHIPPER at Pump Station No. 1 during that Month. <li data-bbox="704 1394 1354 1604">(4) if the Quality Bank Value per Barrel of Pump Station No. 1 Base Petroleum for any Month is less than the Quality Bank Value per Barrel of a stream of Petroleum received into TAPS at Pump Station No. 1 during the same Month for a SHIPPER, such SHIPPER shall be credited an amount calculated by multiplying such difference by the number of Barrels of such Petroleum received into TAPS for such SHIPPER at Pump Station No. 1 during that Month.

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
30	Quality Adjustments (continued)	<p data-bbox="667 489 1386 615">b) Connection Adjustment. An adjustment based on the difference between the Quality Bank Value of any Connection Base Petroleum during a Month and the Quality Bank Value of a SHIPPER'S Petroleum commingled at that Connection during the same Month shall be calculated as follows:</p> <ol style="list-style-type: none"> <li data-bbox="751 632 1398 793">(1) the Quality Bank Value per Barrel of a SHIPPER'S Petroleum commingled at a Connection during the Month shall be determined by summing the Quality Bank Values of each component of one Barrel of that Petroleum as determined in accordance with the TAPS Quality Bank Methodology. <li data-bbox="760 800 1409 972">(2) the Quality Bank Value per Barrel of any Connection Base Petroleum for the Month shall be the Weighted Average Quality Bank Value of (1) the Petroleum entering TAPS at a Connection during the Month and (2) the Petroleum in TAPS just upstream of the point of entry into TAPS at that Connection during the Month. <li data-bbox="768 978 1419 1182">(3) if the Quality Bank Value per Barrel of any Connection Base Petroleum for any Month is greater than the Quality Bank Value per Barrel of a SHIPPER'S Petroleum commingled at that Connection during the same Month, such SHIPPER shall be debited an amount calculated by multiplying such difference by the number of Barrels of such SHIPPER'S Petroleum commingled at that Connection during that Month. <li data-bbox="776 1188 1430 1392">(4) if the Quality Bank Value per Barrel of any Connection Base Petroleum for any Month is less than the Quality Bank Value per Barrel of a SHIPPER'S Petroleum commingled at that Connection during the same Month, such SHIPPER shall be credited an amount calculated by multiplying such difference by the number of Barrels of such SHIPPER'S Petroleum commingled at that Connection during that Month. <p data-bbox="711 1398 1438 1549">(c) Valdez Terminal Gravity Adjustment. An adjustment based on the difference between the Weighted Average Gravity of the Valdez Terminal Base Petroleum and the Weighted Average Gravity of Petroleum received out of the Valdez Terminal by a SHIPPER shall be calculated as follows:</p>

Page 11

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS	
30	Quality Adjustments (Continued)	(1)	if the Weighted Average Gravity of the Valdez Terminal Base Petroleum for any Month is greater than the Weighted Average Gravity of Petroleum received out of the Valdez Terminal during the same Month by a SHIPPER, such SHIPPER shall be credited an amount calculated by multiplying such difference by the Gravity Differential Value Per Barrel and multiplying that total by the number of Barrels of such Petroleum received out of the Valdez Terminal during that Month by such SHIPPER.
		(2)	if the Weighted Average Gravity of the Valdez Terminal Base Petroleum for any Month is less than the Weighted Average Gravity of Petroleum received out of the Valdez Terminal during the same Month by a SHIPPER, such SHIPPER shall be debited an amount calculated by multiplying such difference by the Gravity Differential Value Per Barrel and multiplying that total by the number of Barrels of such Petroleum received out of the Valdez Terminal during that Month by such SHIPPER.
		(3)	Beginning January 1, 2000, the Gravity Differential Value Per Barrel is established at \$.0180 for each one-tenth degree API Gravity (0.1° API).
		[W] [I]	
	<p><u>General Provisions</u></p> <p>In addition to the adjustments described in this Item, SHIPPER agrees to pay CARRIER or its designee a per Barrel charge to reimburse CARRIER for the costs of administering the adjustments among SHIPPERS under this Item.</p> <p>In the event any payment is made to SHIPPER hereunder and it is subsequently determined by any Federal or State court, administrative agency or other governmental entity having jurisdiction that no other SHIPPER was liable for the adjustment for which payment was made, SHIPPER receiving such payment shall, upon receipt of an accounting from CARRIER, return the same to CARRIER or its designee. CARRIER shall promptly utilize same to reimburse all SHIPPERS who made such payments.</p> <p>All payments due from SHIPPER under this Item shall be made by SHIPPER within 20 days of receipt of each accounting and, for any delay in payment beyond such 20 day period, shall bear interest calculated at an annual rate equivalent to 125% of the prime rate of interest of Citibank N.A. of New York, New York, on ninety-day loans to substantial and responsible commercial borrowers as of the date of accounting.</p>		

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
30	Quality Adjustments (Continued)	<p>If SHIPPER fails to make payment due hereunder within 30 days of issuance of each accounting, CARRIER shall have the right to sell at public auction either directly or through an agent at any time after such 30-day period any Petroleum of SHIPPER in its custody. Such auction may be held on any day, except a legal holiday, and not less than 48 hours after publication of notice of such sale, in a daily newspaper of general circulation published in the town, city or general area where the sale is to be held, stating the time and place of sale and the quantity and location of Petroleum to be sold. At said sale, CARRIER shall have the right to bid, and, if it is the highest bidder, to become the purchaser. From the proceeds of said sale, CARRIER will deduct all payments due and expenses incident to said sale, and the balance of the proceeds of the sale remaining, if any, shall be held for whosoever may be lawfully entitled thereto.</p> <p>CARRIER and its designee are authorized by SHIPPER to receive through measurement, connecting CARRIERS or otherwise all information and data necessary to make the computations under this Item. SHIPPER will furnish CARRIER or its designated Quality Bank Administrator, and consents to CARRIER or its designated Quality Bank Administrator acquiring from other CARRIERS or other persons, any additional information and data necessary to make the computations under this Item. SHIPPER also consents to CARRIER or its agents disclosing to the designated Quality Bank Administrator all information and data necessary to make the computations under this Item.</p> <p>The name and address of CARRIER'S designated Quality Bank Administrator will be made available upon written request to CARRIER.</p> <p>Adjustment payments and administrative costs in this Item are not a part of CARRIER'S transportation tariff rates, and such shall not be an offset or other claim by SHIPPER against sums due CARRIER for transportation or other charges, costs, or fees due or collected under CARRIER'S tariffs.</p>
35	Minimum Tender	<p>Tenders for transportation of such Petroleum will be accepted under this tariff in quantities of not less than ten thousand (10,000) Barrels from one SHIPPER consigned to one Consignee and destination. Petroleum so tendered to CARRIER for transportation will be received as currently available providing the total within a thirty (30) Day period is not less than ten thousand (10,000) Barrels.</p> <p>Such deliveries may be made in less than ten thousand (10,000) Barrel amounts if two or more SHIPPERS designate delivery to a common Consignee and total delivery is at least ten thousand (10,000) Barrels.</p>

Page 13

RULES AND REGULATIONS

Item No.	SUBJECT	RULES AND REGULATIONS
40	Tendering, Scheduling and Proration Procedures	<p data-bbox="602 489 1078 510"><u>Tendering, Scheduling and Proration Procedures</u></p> <p data-bbox="602 516 927 537">(a) Submission of Tenders</p> <p data-bbox="691 537 1349 747">(1) Every SHIPPER shall submit an initial Tender (an initial Tender is one received by the deadline (closing date) defined in this paragraph) each Month, on or before 1:00 p.m. (CT) on the ninth Day of the Month, covering the following Month and showing the daily volume it desires to ship during such following Month. If the ninth Day of the Month falls on a non-business Day, SHIPPER shall submit Tenders on or before 1:00 p.m. (CT) of the following business Day.</p> <p data-bbox="737 768 1349 873">Prior to this deadline, and upon request to CARRIER'S Representative (Item 40 (f)), CARRIER will notify each SHIPPER of the daily pipeline capacity that is estimated to be available to CARRIER for the month for which Tenders are being accepted.</p> <p data-bbox="695 936 1357 1199">(2) Since CARRIER'S actual pipeline capacity may occasionally vary from CARRIER'S estimated pipeline capacity, SHIPPERS are expected, when possible, to submit Tenders which, in such circumstances, will vary in the same percentage by which CARRIER'S actual pipeline capacity varies from its estimated pipeline capacity. This will permit CARRIER'S actual pipeline capacity to be fully utilized each Day so long as SHIPPERS have enough Petroleum available for shipment to fill CARRIER'S pipeline capacity and will enable each SHIPPER to fully utilize its share of CARRIER'S actual pipeline capacity.</p> <p data-bbox="618 1230 943 1251">(b) Scheduling of Capacity</p> <p data-bbox="699 1251 1365 1409">(1) On the first business Day following the deadline for receipt of initial Tenders, initial Tenders will be reviewed for acceptance, and CARRIER will notify each SHIPPER of the extent to which that SHIPPER'S Tender has been accepted. At this time, CARRIER will consider only initial Tenders that conform to the requirements stated in this tariff.</p> <p data-bbox="708 1430 1365 1566">(2) Supplemental Tenders for any Month received after the deadline will be considered only if CARRIER has unscheduled capacity available during that Month. The unscheduled capacity will be allocated on a first-come, first-served basis, until all pipeline capacity is fully scheduled.</p> <p data-bbox="708 1587 1365 1724">(3) If any SHIPPER fails to use the capacity allocated to it, or withdraws all or a portion of Volumes previously accepted, CARRIER shall have the right to reduce such SHIPPER'S allocation of capacity during future Months by such amount not used or such amount withdrawn.</p>

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
40	Tendering, Scheduling and Proration Procedures (Continued)	<p data-bbox="651 464 1386 779">(c) Proration of Estimated Capacity. In each Month for which the total volume of all SHIPPERS' validated tenders exceeds CARRIER'S capacity in the System, each SHIPPER will initially be allocated a share of CARRIER'S estimated capacity, subject to adjustment upward or downward when actual pipeline capacity is determined in the same percentage by which actual pipeline capacity varies from previously estimated pipeline capacity. Such initial share of each SHIPPER will be determined by multiplying CARRIER'S estimated capacity by a fraction, the numerator of which is the volume of that SHIPPER'S validated tender and the denominator of which is the total volume of all SHIPPERS' validated Tenders. CARRIER will not recognize for proration purposes:</p> <ol style="list-style-type: none"> <li data-bbox="732 793 1386 884">(1) the volume of any Tender which exceeds CARRIER'S estimated capacity in the System or in any portion of TAPS to be utilized in handling the volumes Tendered or <li data-bbox="732 898 1386 961">(2) the volume of any Tender which CARRIER is unable to validate in accordance with paragraph (e) of this Item. <p data-bbox="651 982 1013 1010">(d) Documentation of Tenders</p> <ol style="list-style-type: none"> <li data-bbox="732 1003 1386 1087">(1) Tenders will be received by telex, or other written means of communication approved by CARRIER, and considered based on time of receipt. <li data-bbox="732 1102 1386 1220">(2) CARRIER will advise each SHIPPER of the volume of Petroleum Tendered by that SHIPPER which CARRIER expects to be able to accept for transportation each Day during the scheduled period. <p data-bbox="651 1241 964 1268">(e) Validation of Tenders.</p> <ol style="list-style-type: none"> <li data-bbox="732 1262 1386 1472">(1) In order that estimated capacity may be prorated among all SHIPPERS without undue discrimination, SHIPPERS shall submit valid and realistic Tenders which do not exceed either the volume of Petroleum expected to be available for shipment or CARRIER'S estimated pipeline capacity. CARRIER reserves the right to require affidavits or to take such other actions as it deems necessary to ascertain that Tenders do not exceed the volume of Petroleum which will actually be available at the point of origin. <li data-bbox="732 1493 1386 1766">(2) SHIPPER may not Tender the same Barrels of Petroleum to CARRIER and to another carrier. If, as of 2400 hours of the fifteenth Day of a Month (or, if that Day is not an Operating Agent Business Day, then of the first Operating Agent Business Day thereafter), Operating Agent determines that SHIPPER has Tendered to another carrier Barrels of Petroleum that CARRIER has accepted for the coming Month, CARRIER will reduce SHIPPER'S Tender to CARRIER by the number of Barrels of Petroleum that CARRIER accepted that were also Tendered to another carrier.

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
40	Tendering, Scheduling and Proration Procedures (Continued)	<p>(3) No person or entity may deliver to the pipeline Petroleum that has not been Tendered to and accepted by CARRIER or another carrier. If, by 2400 hours of the fifteenth Day of a Month (or, if that Day is not an Operating Agent Business Day, then of the first Operating Agent Business Day thereafter) there is Petroleum scheduled to be delivered to the pipeline in the coming Month that has not been Tendered and accepted by CARRIER or another carrier, Operating Agent will notify the owner of such Petroleum at least one Operating Agent Business Day before the deadline of the seventeenth Operating Agent Business Day by which such owner must Tender the Petroleum to CARRIER or another carrier that has available capacity through a revised Tender. If, notwithstanding Operating Agent's notice, the Petroleum is not Tendered but is delivered to the pipeline, such Petroleum shall be deemed to be the property of CARRIER and the other carriers, and the prior owner shall have no interest in the Petroleum. (An "Operating Agent Business Day" is a regularly scheduled work Day for Operating Agent's scheduling department.)</p> <p>(f) CARRIER'S Representative. Tenders and requests for information should be directed to the following: Unocal Pipeline Company 18401 S. Wolf Road Mokena, IL 60448 Attn: Mr. Larry Rosenthal Phone: (708) 479-9260, ext. 17 Fax: (708) 479-9208</p> <p>(g) Revised Tenders. (1) A "Revised Tender" is one received after the CARRIER'S full capacity status has been reached, or after Tenders have been submitted to the Operating Agent. A Revised Tender may be an increased Tender, which increases the number of Tendered Barrels of Petroleum, or a decreased Tender, which decreases the number of Tendered Barrels of Petroleum. CARRIER will accept an increased Tender only after the Operating Agent determines that the additional Barrels of Petroleum which SHIPPER proposes to Tender (or, if SHIPPER has not previously Tendered Barrels of Petroleum for the Month, the Barrels of Petroleum SHIPPER Tenders) are not Tendered to another carrier. CARRIER will accept a decreased Tender only after the Operating Agent determines that the Barrels of Petroleum SHIPPER proposes not to Tender to CARRIER are properly Tendered to another carrier. (2) A Revised Tender will be effective at 2400 hours on the latter of (a) the Day SHIPPER proposes in its Tender, or (b) a Day that begins after four Operating Agent Business Days have elapsed since CARRIER accepted the Tender. CARRIER will notify SHIPPER when CARRIER accepts SHIPPER'S Revised Tender and when the Revised Tender will become effective.</p>

Page 16

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
45	Base Inventory	<p>Each SHIPPER shall provide or cause to be provided, at the discretion of the CARRIER, a portion of the Base Inventory as required to maintain the operation of the System. A SHIPPER'S Base Inventory will equal the CARRIER'S Base Inventory multiplied by the following ratio of Volumes: (1) the Volume of Petroleum delivered to the CARRIER by that SHIPPER during the immediately preceding seven (7) Day period compared to (2) the Volume of Petroleum delivered to the CARRIER by all SHIPPERS during the same period. At the discretion of the CARRIER, a SHIPPER may lift all or a portion of his pro rata share of the CARRIER'S Base Inventory, provided any portion of such share which was previously lifted by the SHIPPER has been fully restored by the SHIPPER, and provided the withdrawal from Base Inventory will not impair the minimum required inventory operating levels of the System.</p>
50	Scheduling and Use of Pipeline	<p>CARRIER will maintain a moving current-month's shipment schedule and a forward-moving two-month shipment schedule. Upon expiration of the moving current-month's schedule, the latest schedule for the first month of the then effective forward-moving two-month schedule will become the current month's schedule. Monthly, the forward-moving two-month schedule will be updated by dropping the first month (for use as a current-month's schedule) and extending forward one month. By the fourteenth (14th) calendar day of each month, prior to the new forward-moving two-month period, each SHIPPER shall give written notice to the CARRIER of its proposed schedule of shipments for each of the months in the new two-month period. The CARRIER, in turn, will advise SHIPPER of the daily volume of petroleum it will be able to accept during said two-month period.</p> <p>Changes in monthly schedule will not be considered by the CARRIER except upon written notice to the CARRIER given at least fifteen (15) Days prior to the beginning of the monthly schedule. The CARRIER and the Operating Agent will schedule the Petroleum offered for shipment at the origin point and will notify the SHIPPER of the time of delivery at destination.</p> <p>SHIPPERS must recognize that the CARRIER has limited tankage capacity at Valdez Terminal and that equitable and prudent utilization of such capacity by all SHIPPERS is necessary to the CARRIER'S ability to operate its portion of the System. The CARRIER reserves the right to refuse to accept Petroleum offered to it for shipment unless the SHIPPER demonstrates to the CARRIER'S satisfaction that the SHIPPER has made arrangements for the lifting of such Petroleum from the Valdez Terminal in such quantities and at such times as will avoid subjecting the CARRIER to the threat of financial loss or impairing its ability to perform its service as a CARRIER.</p>

Page 17

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
----------	---------	-----------------------

55

**Scheduling and
Use of
Valdez Terminal,
and Penalty
Provisions**

Scheduling of Liftings and Vessels

Any SHIPPER expecting to commence lifting at the Valdez Terminal for the first time shall provide a one-week notice prior to submitting the four-week schedule required by this section. In addition to the requirements imposed by the immediately preceding sentence, each SHIPPER will advise CARRIER and the Operating Agent of the schedule of vessels it expects to call at the Valdez Terminal during the ensuing four-week period, specifying for each vessel scheduled for the first week of such four-week schedule and to the extent possible for the last three weeks, the volume to be lifted, vessel name, scheduled arrival day, and such other information as required by the Port Information Manual. SHIPPER shall weekly thereafter provide a forward four-week schedule of vessel liftings to the CARRIER and the Operating Agent. All vessels scheduled by each SHIPPER and the party responsible for the vessel operation shall be able to and must comply with the Port Information Manual.

Preparation of Lifting Schedule

The CARRIER and the Operating Agent will coordinate the Lifting Schedules for all SHIPPERS lifting Petroleum at Valdez Terminal, and any conflict between SHIPPERS' schedules will be resolved equitably without discrimination among SHIPPERS, in accordance with the provisions in Assignment of Dock Space. After resolution of all conflicts, the Lifting Schedule then established will be provided each SHIPPER.

Revisions of Lifting Schedule

A SHIPPER may request changes or vessel substitutions in the established Lifting Schedule prepared by the CARRIER and the Operating Agent upon written notice to the CARRIER and the Operating Agent seven (7) days in advance of a scheduled lifting, in accordance with the provisions in Assignment of Dock Space. Changes or vessel substitutions with less than seven (7) day's notice may be made provided such changes or substitutions will not adversely affect any other SHIPPER'S scheduled liftings, unless such other SHIPPER'S prior written consent is obtained, and the change or substituted vessel complies with the Port Information Manual.

When a revision or change is made to the Lifting Schedule, the CARRIER and the Operating Agent will promptly notify all SHIPPERS of the revised Lifting Schedule and the effective date of the revision.

Page 18

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
55	Scheduling and Use of Valdez Terminal, and Penalty Provisions (Continued)	<p data-bbox="643 478 812 499"><u>Working Capacity</u></p> <p data-bbox="643 506 1382 892">(a) If, at the beginning of any day, the Working Inventory at Valdez Terminal equals or exceeds seventy-five percent (75%) of Working Capacity, and any CARRIER'S Working Inventory is in excess of such CARRIER'S Working Capacity, such CARRIER will be charged a penalty of twenty cents (20¢) per day per barrel on each excess barrel by which CARRIER'S Working Inventory exceeds CARRIER'S Working Capacity. The Operating Expense account of the CARRIER incurring the penalty shall be debited with the full amount of any such penalty and the Operating Expense accounts of the other Carriers shall be credited with an amount determined by multiplying the total amount of the penalty for any day by a percentage determined for each CARRIER by dividing the amount of that CARRIER'S Working Capacity at the beginning of that day not being used by it by the aggregate of all CARRIER'S Working Capacity at the beginning of that day not being used by its CARRIER.</p> <p data-bbox="654 911 1390 1304">(b) In calculating the penalty under (a), the number of excess barrels at the beginning of any Day will be reduced by: (1) the number of barrels scheduled to be lifted by a vessel scheduled by SHIPPER which has established an Actual Arrival Time at the beginning of any Day the penalty is applied, but is unable to dock because the passage through Prince William Sound or Valdez Arm is closed to shipping due to an event or condition not within the control of the SHIPPER incurring the penalty, and (2) the number of Barrels scheduled to be lifted by a vessel scheduled by SHIPPER which has docked but is unable to lift at the beginning of any Day due to any act or omission of CARRIER and/or the Operating Agent or due to any local event or condition of general application not within control of the CARRIER and/or the Operating Agent, the SHIPPER scheduling such vessel or any person responsible for the operation or control of such vessel, which does or would prevent all vessels from loading.</p> <p data-bbox="664 1339 924 1360"><u>Assignment of Dock Space</u></p> <p data-bbox="667 1377 1390 1598">Each vessel shall dock when and as instructed by the Operating Agent. Vessels will be assigned dock space by the Operating Agent in the order of Actual Arrival Time, provided that adequate and appropriate inventories designated for lifting by such vessel have been established, and if, in the Operating Agent's prudent judgment, such prioritization will optimize system deliveries. If any vessel is unable to dock when instructed, the Operating Agent will dock the next vessel waiting to be docked based on the order of dock assignment until the vessel that was unable to dock is able to dock.</p>

Page 19

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
55	Scheduling and Use of Valdez Terminal, and Penalty Provisions (Continued)	<p><u>Lifting Time</u></p> <p>After a vessel has been docked, it will be allowed twenty-four (24) hours, if the vessel is of two hundred twenty-five thousand (225,000) dead weight tons or less, or thirty (30) hours, if the vessel is of greater than two hundred twenty-five thousand (225,000) dead weight tons, from the time that the Operating Agent gives notice of readiness to commence either loading or de-ballasting, within which to complete its lifting and release its last mooring line before a specified departure time contained in a notice from the Operating Agent (which specified departure time will be earlier than the end of such twenty-four (24) or thirty (30) hour period, nor earlier than four (4) hours after the Operating Agent transmits such notice to the vessel), the SHIPPER scheduling such vessel shall thereafter pay a penalty of two thousand dollars (\$2,000) for each hour or part thereof such vessel remains at the dock, while such dock is required to load another vessel which has established an Actual Arrival Time. The Operating Expense account of the CARRIER incurring the penalty shall be debited with the full amount of any such penalty and the Operating Expense accounts of all other CARRIERS shall be credited with a pro rata share of such penalty prorated on the basis of the percentages of ownership of the pipeline of such other CARRIERS. Any delay due to any act or omission of the Operating Agent, or a local event or condition of general application (except mechanical equipment malfunction on the vessel) not within the control of the CARRIER and/or the Operating Agent, the SHIPPER scheduling the vessel or any other person responsible for the operation or control of such vessel, which act, event or condition prevents the vessel from vacating the dock, will be added to time a vessel is required to vacate the dock</p>
60	Charge for Trans Alaska Pipeline Liability Fund	<p>The CARRIER will, as required by Sec. 204(c), Trans Alaska Pipeline Authorization Act [43 U.S.C. 1653(c)], collect a fee of five (5) cents per Barrel from the SHIPPER in behalf of the owner of the Petroleum at the time it is loaded on a vessel at Valdez Terminal to the extent and in the manner required by the law and any regulations issued thereunder. Such collection will be transferred forthwith to the Trans Alaska Pipeline Liability Fund established by the Act. The collections will cease when \$100,000,000 has been accumulated in the Fund; and it will be resumed when the accumulation in the Fund falls below \$100,000,000.</p> <p>This fee will be collected in addition to the tariff and other costs, adjustments, interest charges, and penalties charged for transporting the Petroleum through CARRIER'S Pipeline.</p>

Page 20

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
65	Liability of CARRIER	<p>The CARRIER, while having custody of any Petroleum herein described, will not be liable for any loss thereof, damage thereto, or delay caused by fire, explosion, earthquake, storm, flood, epidemics, acts of God, riots, war, sabotage, strikes, the authority of law, or an act or default of the SHIPPER, or from any cause whatsoever, whether enumerated herein or not, except by CARRIER'S sole negligence. In case of any loss of Petroleum for which the CARRIER is not liable, each SHIPPER shall bear the loss, damage, or delay, and the consequences thereof, in the proportion that the amount of such SHIPPER'S Petroleum received and undelivered in the custody of CARRIER for transportation in the Pipeline bears to the total amount of Petroleum of all SHIPPERS received and undelivered in the CARRIER'S custody for transportation in the System at the time the loss, damage, or delay occurs. The SHIPPER will be entitled to have delivered only such portion of his shipment as may remain after deduction of his due proportion of such loss.</p> <p>In addition to any loss of Petroleum covered by the preceding paragraph of this Item, some gain or loss is unavoidable incident to pipeline transportation due to the inherent nature of Petroleum and extractions of Petroleum for pump station topping plants. Such gains or losses shall be borne by the SHIPPERS and will be apportioned among them at the end of each Month in the proportion that the 100 Barrel-Mile Deliveries for each SHIPPER during such Month bears to the total 100 Barrel-Mile Deliveries of all SHIPPERS during such Month. The Operating Agent will make such allocations Monthly, but the cumulative net amount of such gains, losses, or extractions will be adjusted Monthly on a calendar year-to-date basis within a calendar Year.</p>
70	Origin Facilities	<p>CARRIER will provide such facilities at the origin station as it deems necessary for the operation of its Pipeline. Shipments will be accepted for transportation hereunder only when SHIPPER has provided facilities satisfactory to CARRIER capable of delivering Petroleum into the origin station at pressures and at pumping rates required by CARRIER.</p>

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
75	Destination Facilities	Storage necessarily incident to transportation and only such storage will be provided by the CARRIER at the Valdez Terminal. Petroleum accepted for transportation to destinations other than for loading on vessels at Valdez, Alaska, will be delivered only into pipelines, tanks, or other facilities which are provided or arranged for by SHIPPER. CARRIER will determine and advise SHIPPERS of the size and capacity of pipelines, tanks or other facilities to be provided at point of delivery to meet the operating conditions of the System at such point. If a SHIPPER, any Consignee or a connecting CARRIER is not able for any reason to receive Petroleum from CARRIER at any such destination at the time when CARRIER has scheduled a delivery, then CARRIER will have the right, at SHIPPER'S expense, to transport such Petroleum to Valdez, Alaska. If the SHIPPER of any such Petroleum is unable to accept delivery of any such Petroleum at Valdez, Alaska, within seven (7) Days, CARRIER, either directly or through an agent, will have the right upon seventy-two (72) hours notice to SHIPPER to sell such Petroleum to the first available purchaser at the best price obtainable; to deduct from the proceeds thereof transportation charges and other charges, fees, the expenses incurred in making the sale, and other amounts which are due or would be due had delivery been made to SHIPPER; and to hold the balance of such proceeds for whosoever may be entitled thereto.
80	Inhibitors	CARRIER reserves the right to inject or approve the injection of corrosion inhibitors and viscosity or pour point suppressants in the Petroleum to be transported.
85	Duty of CARRIER	The CARRIER will not be required to transport and/or deliver Petroleum except with reasonable diligence, considering the quantity of Petroleum, the distance of transportation, the safety of operation, and other material factors.
90	Pipage Contracts	Separate pipage contracts in accord with this tariff and these Rules and Regulations covering further details may be required by the CARRIER before any obligation for transportation will arise.
95	Application of Rates and Charges	Petroleum accepted for transportation will be subject to the rates and charges in effect on the date of receipt of such Petroleum by the CARRIER, irrespective of the date of the Tender. Transportation and other lawful charges will be collected on the basis of net quantities of Petroleum delivered. All net quantities will be determined in the manner provided under Items 20, 30 and 65.
100	Payment of Transportation and Other Charges	The SHIPPER or Consignee shall pay all applicable transportation and other lawful charges accruing on Petroleum delivered to and accepted by the CARRIER for shipment, and if required, shall pay or furnish guaranty of payment of same to the CARRIER before acceptance of shipment. The CARRIER will have a lien on all Petroleum accepted for transportation to secure the payment of any and all unpaid transportation and other charges that are due to the CARRIER by the SHIPPER, and may withhold such Petroleum from delivery until all unpaid charges have been paid.

Page 22

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
100	Payment of Transportation and Other Charges (Continued)	CARRIER will invoice SHIPPER or Consignee for transportation and other charges promptly following delivery of Petroleum to SHIPPER or Consignee at destination. If said transportation and other charges remain unpaid ten (10) days after the date of CARRIER'S invoice, such amounts shall bear interest, from the date of invoice until paid, calculated at an annual rate equivalent to one hundred twenty-five percent (125%) of the prime rate of interest, as of the date of invoice, charged by the Citibank N.A. of New York, New York, on ninety (90) Day loans to substantial and responsible commercial borrowers. If the invoice is not paid within thirty (30) Days from the date of invoice, CARRIER will have the right, either directly or through an agent at any time after such thirty (30) Day period, to sell any Petroleum of such SHIPPER in its custody at public auction on any Day, not a legal holiday and not within forty-eight (48) hours after publication of notice of such sale in a daily newspaper of general circulation published in the town, city, or general area where the sale is to be held, stating the time and place of sale and the quantity and location of Petroleum to be sold. At said sale CARRIER will have the right to bid, and, if it is the highest bidder, to become the purchaser. From the proceeds of said sale, CARRIER will deduct all transportation charges, other charges, fees, interest, and all other amounts due to CARRIER, including expenses incident to said sale, and the balance of the proceeds of the sales remaining, if any, will be held for whosoever may be lawfully entitled thereto.
105	Claims, Suits, and Time for Filing	As a condition precedent to recovery for loss, damage, or delay to shipments, claims must be filed in writing with the CARRIER within nine (9) Months after delivery of the Petroleum, or, in case of failure to make delivery, then within nine (9) Months after a reasonable time for delivery has elapsed; and suits arising out of such claims shall be instituted against the CARRIER only within two (2) years after a reasonable time for delivery has elapsed. Where claims are not filed or suits are not instituted thereon in accordance with the foregoing provisions, CARRIER will not be liable and such claims will not be paid.
110	Title	At the option of the CARRIER, Petroleum will be accepted for transportation only when free from all liens and charges. CARRIER and/or the Operating Agent will only account for transfers of Petroleum as a ticket transaction at receipt and delivery points, and neither title nor custodial responsibility will change while Petroleum is within the Pipeline.
115	Legality of Shipments	The CARRIER reserves the right to reject any and all Petroleum tendered when the SHIPPER or Consignee has failed to comply with all applicable laws, rules, and regulations made by any governmental authorities regulating shipments of Petroleum.

Page 23

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
120	Rates Applicable from and to Intermediate Points	<p>Petroleum received from a point on the System which is not named in tariffs making reference to this tariff but which point is intermediate to a point from which rates are published in tariffs making reference to this tariff, will be assessed the rate in effect from the next more-distant point published in the tariff making reference to this tariff. Petroleum delivered to a point on the System which is not named in tariffs making reference to this tariff but which point is intermediate to a point to which rates are published in tariffs making reference to this tariff, will be assessed the rate in effect to the next more-distant point published in the tariff making reference to this tariff.</p>
125	In-Transit Shipments	<p>Petroleum transported through CARRIER'S facilities from any origin point may be withdrawn from the System by the SHIPPER at any established delivery point with the privilege of subsequently re-forwarding all or a portion of a like Volume through CARRIER'S facilities to Valdez, Alaska, and loading on vessels, provided:</p> <ul style="list-style-type: none"> a) The applicable rate from the initial point of origin of the shipment to Valdez, Alaska, shall be paid upon withdrawal of such Petroleum from the System or in advance thereof as may be required under Item 100. b) The timing of redelivery of Petroleum for further transportation to Valdez, Alaska, shall be such that the further transportation of Petroleum occupies but does not exceed the space vacated in CARRIER'S portion of the System by withdrawal of the Petroleum by the same SHIPPER under this tariff. c) Custody and possession of the Petroleum upon withdrawal shall be that of the SHIPPER, not of the CARRIER. d) SHIPPERS availing themselves of these withdrawal and re-forwarding privileges must keep complete and accurate records relating to measurement, testing, and quality of the withdrawn and re-forwarded streams, and permit inspection of such records by an authorized agent of CARRIER or its representative as is necessary for the efficient supervision of such traffic. CARRIER further reserves the right to define the records which shall be maintained for this purpose. e) The re-forwarded stream shall comply with all rules and regulations prescribed herein for Petroleum.
130	Limitation of Shipments	<p>CARRIER may limit its obligation to transport crude oil tendered as part or all of the specific intrastate movement at any origin point on the System to a percentage of the total volume of that movement tendered to all CARRIER'S owning an interest in the System. Such percentage may not be less than CARRIER'S then undivided interest in the System. CARRIER is not prohibited from transporting more than said percentage by this rule. Any prorationing must be applied to the entire tender before the percentage limitation is applied. If the applicable limitation percentage of the tender is a larger volume than the volume resulting from prorationing, the smaller volume may be transported.</p>

Page 24

RULES AND REGULATIONS

ITEM NO.	SUBJECT	RULES AND REGULATIONS
135	Connections to the Trans Alaska Pipeline System	Connections to TAPS will be allowed, in accordance with the Interstate Commerce Act and Title 18 of the Code of Federal Regulations applicable to common carrier pipeline companies, and the requirements in the instruments granting the right-of-way for the Trans Alaska Pipeline System, for the purpose of transporting Petroleum through the System. All connectors must comply with the Trans Alaska Pipeline System Connection Guidelines. A copy of such guidelines will be furnished by CARRIER upon request.

EXPLANATION OF ABBREVIATIONS AND REFERENCE MARKS

API	American Petroleum Institute
ASTM-IP	American Society for Testing Materials - The Institute of Petroleum (Great Britain)
FERC	Federal Energy Regulatory Commission
ICC	Interstate Commerce Commission
Psia	pounds per square inch
%	percent
°	degrees
\$	dollars
[I]	Increase
[W]	Change in Wording Only
[N]	New
[C]	Cancelled

504-100-1006

Quality Bank Tariff Materials

Supplement No. 1 to F.E.R.C. No. 52 (Amerada)
Supplement No. 1 to F.E.R.C. No. 23 (BP)
Supplement No. 1 to F.E.R.C. No. 69 (ExxonMobil)
Supplement No. 1 to F.E.R.C. No. 47 (Phillips)
Supplement No. 1 to F.E.R.C. No. 4 (Phillips Transportation)
Supplement No. 1 to F.E.R.C. No. 206 (Unocal)
Supplement No. 1 to F.E.R.C. No. 4 (Williams)

**AMERADA HESS PIPELINE CORPORATION (AMERADA)
BP PIPELINES (ALASKA) INC. (BP)
EXXONMOBIL PIPELINE COMPANY (EXXONMOBIL)
PHILLIPS ALASKA PIPELINE CORPORATION (PHILLIPS)
PHILLIPS TRANSPORTATION ALASKA, INC. (PHILLIPS TRANSPORTATION)
UNOCAL PIPELINE COMPANY (UNOCAL)
WILLIAMS ALASKA PIPELINE COMPANY, L.L.C. (WILLIAMS)**

LOCAL PIPELINE TARIFF

CONTAINING THE TAPS
QUALITY BANK METHODOLOGY

GENERAL APPLICATION

This tariff shall apply only to those tariffs which specifically incorporate this tariff, supplements to this tariff and successive issues hereof, by reference.

SPECIAL PERMISSION REQUESTED

Issued on nine days' notice under authority of 18 C.F.R. § 341.14. This tariff publication is conditionally accepted subject to refund pending a 30-day review period.

NOTICES

[W]

The decreases noted in Attachment 2A are made to comply with this Commission's Order Adopting Contested Settlement in Docket No. OR89-2-007, *et al.*, *Trans Alaska Pipeline System*, 81 F.E.R.C. ¶ 61,319 (1997), and the Alaska Public Utilities Commission's Order Adopting Federal Energy Regulatory Commission Order Approving Contested Settlement in Docket Nos. P-89-1, *et al.*, *In re Formal Complaint of Tesoro Alaska Petroleum Co.*, Order P-89-1(87) (1998).

For rules and regulations other than the TAPS Quality Bank Methodology tariff, see F.E.R.C. No. 41 (Amerada), F.E.R.C. No. 17 (BP), F.E.R.C. No. 6 (ExxonMobil), F.E.R.C. No. 35 (Phillips), F.E.R.C. No. 2 (Phillips Transportation), F.E.R.C. No. 189 (Unocal), F.E.R.C. No. 2 (Williams), supplements thereto and reissues thereof.

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

ISSUED JANUARY 22, 2001

EFFECTIVE FEBRUARY 1, 2001

ISSUED BY

Donald C. Lutken, Jr., President
AMERADA HESS PIPELINE CORPORATION
One Allen Center
500 Dallas Street, Level 2
Houston, Texas 77002

R. A. Rabinow, President
EXXONMOBIL PIPELINE COMPANY
P. O. Box 2220
Houston, Texas 77252-2220

Edward R. Hendrickson, Vice President and
Controller
PHILLIPS TRANSPORTATION ALASKA, INC.
700 G Street, ATO-920
Anchorage, Alaska 99501

Tina R. Granger, Manager, Pipeline Tariffs
WILLIAMS ALASKA PIPELINE COMPANY, L.L.C.
1800 S. Baltimore Avenue
Tulsa, Oklahoma 74119

[W] Albert N. Bolea, President
BP PIPELINES (ALASKA) INC.
900 East Benson Boulevard
P. O. Box 190848
Anchorage, Alaska 99519-0848

E. W. Heaton, Vice President and Controller
PHILLIPS ALASKA PIPELINE CORPORATION
P.O. Box 1967
Houston, Texas 77251-1967

Christopher W. Keene, Vice President
UNOCAL PIPELINE COMPANY
14141 Southwest Freeway
Sugar Land, Texas 77478

COMPILED BY
John E. Kennedy
1001 Fannin Street
Houston, TX 77002-6760
(713) 758-2550

Attachment 2A cancels Attachment 2

ATTACHMENT 2A

COMPONENT UNIT VALUE PRICING BASIS

PROPANE (C₃)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Propane.	OPIS's (weekly) Los Angeles delivered spot quote for Propane.

ISOBUTANE (iC₄)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Isobutane.	OPIS's (weekly) Los Angeles delivered spot quote for Isobutane.

NORMAL BUTANE (nC₄)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Normal Butane.	OPIS's (weekly) Los Angeles delivered spot quote for Normal Butane.

LIGHT STRAIGHT RUN (C₅ - 175°F)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Natural Non-Dynegy.	OPIS's (weekly) Bakersfield delivered spot quote for Natural Gasoline.

NAPHTHA (175° - 350°F)

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne Naphtha.	Platt's U.S. Gulf Coast spot quote for Waterborne Naphtha.

LIGHT DISTILLATE (350° - 450°F)**[D]**

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne Jet Kerosene 54 less 0.5283 cents per gallon.	Platt's U.S. West Coast spot quote for Waterborne Jet Fuel less 0.5283 cents per gallon.

[D]**HEAVY DISTILLATE (450° - 650°F)****[D]**

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne No. 2 less 2.1126 cents per gallon.	Platt's U.S. West Coast spot quote for Waterborne Gasoil for October, 1999 less 0.9973 cents per gallon.

GAS OIL (650° - 1050°F)

United States Gulf Coast	United States West Coast
OPIS's U.S. Gulf Coast spot quote for barge High Sulfur VGO.	OPIS's U.S. Gulf Coast spot quote for barge High Sulfur VGO.

RESID (1050°F and Over)**[D]**

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne No. 6 Fuel Oil 3.0% Sulfur less 4.7534 cents per gallon.	Platt's U.S. West Coast spot quote for Pipeline 380 cst at Los Angeles converted to \$/Bbl using 6.37 Bbl/MT less 4.7534 cents per gallon.

[D]Explanation of symbols:**[D]** Decrease**[W]** Change in wording only

F.E.R.C. No. 52 (Amerada)
(Cancels F.E.R.C. No. 51)
F.E.R.C. No. 23 (BP)
(Cancels F.E.R.C. No. 22)
F.E.R.C. No. 69 (ExxonMobil)
(Cancels F.E.R.C. No. 7)
F.E.R.C. No. 47 (Phillips)
(Cancels F.E.R.C. No. 45)
F.E.R.C. No. 4 (Phillips Transportation)
(Cancels F.E.R.C. No. 19 ARCO Transportation Alaska, Inc. series)
F.E.R.C. No. 206 (Unocal)
(Cancels F.E.R.C. No. 190)
F.E.R.C. No. 4 (Williams)
(Cancels F.E.R.C. No. 30 Mobil Alaska Pipeline Company series)

AMERADA HESS PIPELINE CORPORATION (AMERADA)
BP PIPELINES (ALASKA) INC. (BP)
EXXONMOBIL PIPELINE COMPANY (EXXONMOBIL)
PHILLIPS ALASKA PIPELINE CORPORATION (PHILLIPS)
PHILLIPS TRANSPORTATION ALASKA, INC. (PHILLIPS TRANSPORTATION)
UNOCAL PIPELINE COMPANY (UNOCAL)
WILLIAMS ALASKA PIPELINE COMPANY, L.L.C. (WILLIAMS)

LOCAL PIPELINE TARIFF

**CONTAINING THE TAPS
QUALITY BANK METHODOLOGY**

GENERAL APPLICATION

This tariff shall apply only to those tariffs which specifically incorporate this tariff, supplements to this tariff and successive issues hereof, by reference.

SPECIAL PERMISSION REQUESTED

Issued on less than one day's notice under authority of 18 C.F.R. § 341.14. This tariff publication is conditionally accepted subject to refund pending a 30-day review period.

NOTICES

[W] This tariff is issued in part to comply with orders issued by the Regulatory Commission of Alaska ("RCA"), *In re Joint Application of Atlantic Richfield Co. and Phillips Petroleum Co.*, P-00-12(1) (July 26, 2000); *In re Application for Transfer of Certificate*, P-00-08(1) (June 20, 2000).

[W] For rules and regulations other than the TAPS Quality Bank Methodology tariff, see F.E.R.C. No. 41 (Amerada), F.E.R.C. No. 17 (BP), F.E.R.C. No. 6 (ExxonMobil), F.E.R.C. No. 35 (Phillips), F.E.R.C. No. 2 (Phillips Transportation), F.E.R.C. No. 189 (Unocal), F.E.R.C. No. 2 (Williams), supplements thereto and reissues thereof.

The provisions published herein will, if effective, not result in an effect on the quality of the human environment.

ISSUED AUGUST 30, 2000

EFFECTIVE SEPTEMBER 1, 2000

ISSUED BY

Donald C. Lutken, Jr., President
AMERADA HESS PIPELINE CORPORATION
One Allen Center
500 Dallas Street, Level 2
Houston, Texas 77002

R. A. Rabinow, President
EXXONMOBIL PIPELINE COMPANY
P. O. Box 2220
Houston, Texas 77252-2220

[W] Edward R. Hendrickson, Vice President and
Controller
PHILLIPS TRANSPORTATION ALASKA, INC.
700 G Street, ATO-920
Anchorage, Alaska 99501

[W] Tina R. Granger, Manager, Pipeline Tariffs
WILLIAMS ALASKA PIPELINE COMPANY, L.L.C.
1800 S. Baltimore Avenue
Tulsa, Oklahoma 74119

Anne Drinkwater, President
BP PIPELINES (ALASKA) INC.
900 East Benson Boulevard
P. O. Box 190848
Anchorage, Alaska 99519-0848

[W] E. W. Heaton, Vice President and Controller
PHILLIPS ALASKA PIPELINE CORPORATION
P.O. Box 1967
Houston, Texas 77251-1967

Christopher W. Keene, Vice President
UNOCAL PIPELINE COMPANY
14141 Southwest Freeway
Sugar Land, Texas 77478

COMPILED BY
John E. Kennedy
1001 Fannin Street
Houston, TX 77002-6760
(713) 758-2550

TABLE OF CONTENTS

I.	GENERAL PROVISIONS.....	4
A.	Quality Bank Administrator.....	4
B.	Information Furnished to the State of Alaska.....	4
II.	QUALITY BANK MONETARY ADJUSTMENTS ATTRIBUTABLE TO SHIPMENTS DURING THE TRANSITION PERIOD	4
III.	QUALITY BANK PROCEDURES.....	4
A.	Overview.....	4
B.	Quality Bank Streams at Pump Station No. 1 Quality Bank	4
C.	Quality Bank Streams at GVEA Quality Bank.....	4
D.	Quality Bank Streams at Petro Star Valdez Refinery Connection Quality Bank ...	5
E.	Methodology for Valdez Tanker Load Out Quality Bank	5
F.	Methodology For Pump Station No. 1, GVEA Connection and PSVR Connection	6
	1. Assay Methodology -- Sampling Procedure	6
	2. Assay Analysis Procedure.....	6
	3. Assay Data	6
G.	Component Unit Value Procedure	7
H.	Quality Bank Stream Component Calculation Procedure	8
I.	Quality Bank Calculations Procedure.....	8
J.	Unanticipated Implementation Issues	8

ATTACHMENT 1 - Yield Data for Example Streams

ATTACHMENT 2 - Component Unit Value Pricing Basis

ATTACHMENT 3 - Example Component Unit Values in \$/Bbl

ATTACHMENT 4 - Example Stream Values in \$/Bbl

ATTACHMENT 5 - Quality Bank Calculation Example

TAPS QUALITY BANK METHODOLOGY

I. GENERAL PROVISIONS

A. Quality Bank Administrator

The TAPS Quality Bank shall be administered by the Quality Bank Administrator, who shall be appointed by the TAPS Carriers, and by those designated by the Quality Bank Administrator to assist the Administrator (hereinafter collectively referred to as the "Quality Bank Administrator").

B. Information Furnished to the State of Alaska

The Quality Bank Administrator shall furnish to the State of Alaska ("State") each month copies of the invoices for Quality Bank adjustments and supporting data sent to each shipper. Such information is furnished to the State based upon the State's representation that it will hold such information in confidence and that such information will be used only by officers or agents of the State in the exercise of the officers' or agents' powers.

II. QUALITY BANK MONETARY ADJUSTMENTS ATTRIBUTABLE TO SHIPMENTS DURING THE TRANSITION PERIOD. This Section is cancelled.

III. QUALITY BANK PROCEDURES

A. Overview

A distillation-based methodology shall be implemented at all Trans Alaska Pipeline System ("TAPS") Quality Banks (other than the TAPS Valdez Marine Terminal Quality Bank).

This methodology for calculation of the TAPS Quality Bank debits and credits is based on valuations of petroleum components. This methodology shall apply to the specific petroleum (as defined in the tariffs) streams identified in Sections III.B, III.C, and III.D, and also shall be applied to any streams tendered to TAPS through a new connection. The Quality Bank value of each petroleum stream shall be the volume-weighted sum of the Quality Bank values of its components. The characteristics and volumes of components for each separate petroleum stream are based on assay information obtained using a defined set of testing procedures as set forth in Section III.F. Quality Bank credits and debits are determined by comparing the Quality Bank value of each petroleum stream to the appropriate calculated TAPS "reference" stream Quality Bank value.

B. Quality Bank Streams at Pump Station No. 1 Quality Bank

1. The TAPS Pump Station No. 1 Quality Bank assesses the following four streams: (1) PBU IPA;¹ (2) Lisburne; (3) Endicott Pipeline; and (4) Kuparuk Pipeline.

2. The Pump Station No. 1 Quality Bank reference stream is the blended common stream leaving Pump Station No. 1. The reference stream Quality Bank value is calculated using the volume weighted average of the four Quality Bank streams identified above plus any streams tendered to TAPS through a new Pump Station No. 1 connection.

C. Quality Bank Streams at GVEA Quality Bank

1. The GVEA Quality Bank streams are the combined [W] Williams and Petro Star refinery return stream delivered to TAPS by the GVEA Pipeline and the passing TAPS common stream at the GVEA offtake point, both of which are measured at the GVEA connection.

¹ PBU IPA is the abbreviation for the Prudhoe Bay Unit Initial Participating Areas.

2. The GVEA Quality Bank reference stream is the blended TAPS stream immediately downstream from the GVEA return stream connection. The reference stream Quality Bank value is calculated using the volume weighted average of the GVEA Quality Bank streams identified above.

D. Quality Bank Streams at Petro Star Valdez Refinery Connection Quality Bank

1. The TAPS Petro Star Valdez Refinery ("PSVR") Connection Quality Bank streams are the refinery return stream delivered to TAPS by Petro Star and the passing TAPS common stream at the PSVR offtake point.

2. The Petro Star Valdez Quality Bank reference stream is the blended TAPS stream immediately downstream from the Petro Star return stream connection. The reference stream Quality Bank value is calculated using the volume weighted average of the two PSVR Quality Bank streams identified above.

E. Methodology for Valdez Tanker Load Out Quality Bank

1. A gravity-based Quality Bank methodology shall be used to determine the TAPS Quality Bank adjustments for volumes loaded out of the TAPS Marine Terminal at Valdez, Alaska.

2. The daily average six month gravity differentials posted for November 1 - April 30 and May 1 - October 31 for California and West Texas Sour crude oils, applicable to the range(s) of gravity which includes the average API gravity of the TAPS commingled stream at Valdez (sometimes referred to as "ANS"), shall be determined. The postings of the following companies shall be used for West Texas Sour crude oils: Amoco Production Company, Chevron Products Company, [W] Exxon Mobil Corporation, and [W] Equiva Trading Company. The postings of the following companies shall be used for California crude oils: [W] Equiva Trading Company, [W] Exxon Mobil Oil Corporation, Union 76 (Tosco Refining Company) and Chevron Products Company. In the event that any of the aforementioned companies is merged or acquired by other companies, sells assets or reorganizes, the postings of any successor companies shall be utilized. As long as at least two companies' gravity differentials are posted in each region (West Texas and California), the postings shall be averaged to determine the gravity differentials for that region.

3. The aforementioned six month average gravity differentials for the specified companies in each region shall be used to derive a simple average West Texas Sour differential and a simple average California differential.

4. The average West Texas Sour differential and the average California differential shall then be weighted by the percentage of ANS which is distributed east of the Rockies (including Puerto Rico and the Virgin Islands) and to the West Coast (including Hawaii), respectively, which percentages shall be determined by averaging for the most recent six-month period for which data are available the percentage distributed to each region as reported by the Maritime Administration of the United States Department of Transportation (or any successor government agency). Volumes exported from the United States shall be excluded from the calculation of the percentages distributed to each region.

5. In the event that ANS is transported by pipeline from the West Coast to destinations east of the Rockies, the weighting of the average differentials shall be adjusted to reflect the percentage of ANS actually distributed to such regions both by vessel and pipeline. If such data regarding the destination of ANS transported by pipeline are not publicly available from the Maritime Administration, or any other government agency, the Quality Bank Administrator shall determine the percentage of ANS distributed to such regions, provided, however, that any shipper may protest such determination by filing a complaint with the Quality Bank Administrator and thereafter filing an appropriate pleading with the FERC and [W] RCA if the complaint is not otherwise resolved.

6. The quality adjustment shall be reviewed each November and May, and shall be adjusted to the nearest hundredth of a cent per one-tenth degree API gravity per barrel whenever the amount of any change in the quality adjustment derived above is at least five (5) percent greater or five (5) percent less than the adjustment then in effect. The effective dates of any such adjustments shall be the following January 1 and July 1 respectively.

7. The quality differential in effect shall be applied to the difference in gravity (in API degrees @ 60° Fahrenheit) between the weighted average gravity of the petroleum delivered out of the Terminal during a calendar month and the weighted average gravity of petroleum received out of the Terminal by an individual shipper during such month.

F. Methodology For Pump Station No. 1, GVEA Connection and PSVR Connection

1. Assay Methodology -- Sampling Procedure

Except as specified below, and except for the reference streams, each of the Quality Bank streams listed above (for Pump Station No. 1, GVEA, and PSVR Quality Banks) will be sampled by the Quality Bank Administrator using continuous monthly composite samplers on a flow rate dependent basis, and assays of these continuously collected samples shall be performed monthly by the Quality Bank Administrator.

2. Assay Analysis Procedure

a. Except as specified in paragraph b. below, the assays will include a true boiling point ("TBP") distillation and, as applicable, gas chromatograph analysis of each Quality Bank stream. Specifically, the TBP procedure will employ ASTM 2892 up to 650°F and ASTM 5236 for the 650 to 1050+°F range for the petroleum samples. The light ends (175°F minus) from the petroleum streams will be subject to a gas chromatograph analysis to determine the volumes of the propane ("C3"), Iso-butane ("iC4"), and normal butane ("nC4"), with the light straight run ("LSR") (sometimes referred to as natural gasoline) volume determined by difference between the total of the three components and the measured 175°F minus volume.

b. The specific gravities of C3, iC4, nC4 will be derived from GPA Standard 2145.

3. Assay Data

a. The following volume and quality data will be determined for each stream.

<u>Component</u>	<u>TBP Boiling Range °F</u>	<u>% Vol</u>	<u>Specific Gravity</u>
Propane (C3)		X	X
I-Butane (iC4)		X	X
N-Butane (nC4)		X	X
LSR	C5-175	X	X
Naphtha	175-350	X	X
Light Distillate	350-450	X	X
Heavy Distillate	450-650	X	X
Gas Oil	650-1050	X	X
Resid	1050+	X	X
Full Petroleum Stream			X

b. The total volume must add to 100% and the total component weighted mass must be checked against the mass of the full petroleum stream. These weight balances must be the same within calculation and assay precision. If the assay fails this threshold test of validity, a second assay shall be performed on the sample. An example of assay data required is presented in Attachment 1. These data are the basis for all calculations in this Quality Bank methodology. The Quality Bank operates on a calendar month basis, with the continuous samples retrieved for analysis on the last day of each month.

c. The Quality Bank Administrator shall investigate the validity of a sample if each of the following two tests is met.

(i) If one or more of an individual stream's reported component percentages for a month varies by more than the ranges indicated in the following table as compared to the prior month's assay.

**Variation in % of Stream
Relative to Prior Month**

Component

Propane	± 0.1
I-Butane	± 0.1
N-Butane	± 0.25
LSR	± 0.5
Naphtha	± 1.0
Light Distillate	± 1.0
Heavy Distillate	± 1.0
Gas Oil	± 1.5
Resid	± 1.0

As an example, if a petroleum stream's heavy distillate volume percent is 23% for the prior month, a heavy distillate volume percent less than 22% or greater than 24% (exceeding the $\pm 1\%$ range) shall cause the Quality Bank Administrator to check the second test.

(ii) The second test is whether the volume change in the specific component has resulted in a significant change in the stream's relative value when compared to the prior month's relative value using the prior month's prices. If the change results in a price movement of more than $\pm 15\text{¢}$ per barrel, then the sample's validity must be investigated.

(iii) The Quality Bank Administrator shall ascertain from the tendering shipper(s) possible causes for the change in the stream's assay. The Quality Bank Administrator may have a second assay performed for the sample in question. The Quality Bank Administrator may decide that the first assay is valid, that the second assay is valid, or that the sample is invalid.

(iv) Should the Quality Bank Administrator determine that a sample is invalid, the last assay results accepted and used in the Quality Bank for the stream will be used instead of the invalid sample in the Quality Bank calculation.

G. Component Unit Value Procedure

1. Component unit values for the U.S. Gulf Coast and U.S. West Coast will be weighted by the percentage of ANS which is distributed east of the Rockies (including Puerto Rico and the Virgin Islands) and to the West Coast (including Hawaii), respectively. The placement data as reported by the Maritime Administration of the United States Department of Transportation (or any successor government agency), will be updated twice a year (in November and May) based on the most recently available six month history of ANS placements. The effective dates of such updated weighting shall be the following January 1 and July 1 respectively. Volumes exported from the United States shall be excluded from the calculation of the percentages distributed to each region.

2. In the event that ANS is transported by pipeline from the West Coast to destinations east of the Rockies, the price weighting shall be adjusted to reflect the percentage of ANS actually distributed to each region both by vessel and pipeline. If such data regarding the destination of ANS transported by pipeline are not publicly available from the Maritime Administration, or any other government agency, the Quality Bank Administrator shall determine the percentage of ANS distributed to such regions.

3. The product prices used to calculate component unit values are taken from the Platt's Oilgram Price Report ("Platt's") and the Oil Pricing Information Service ("OPIS") as set forth in Attachment 2. Prices will be collected for each day markets are open and published prices are available (each "quote day"). The calculated monthly average price will be the average of each quote day mid-point price for the month. These resulting monthly average prices (adjusted as shown in Attachment 2) are used to calculate component unit values each month.

4. [W] In January of each year the adjustments to the prices for Light Distillate, Heavy Distillate, and Resid shall be revised in accordance with changes in the Nelson-Farrar Index (Operating Indexes Refinery) published in the Oil & Gas Journal, by multiplying the adjustments in effect for the previous year by the ratio of (a) the average of the monthly indexes that are then available for the most recent 12 consecutive months to (b) the average of the monthly indexes for the previous (i.e., one year earlier) 12 consecutive months.

5. a. In the event that one of the product prices listed in Attachment 2 is no longer quoted in one of the two markets (West Coast or Gulf Coast), the price quoted for the product in the remaining market shall be used to value the entire component.

b. If both of the product prices listed in Attachment 2 for a component are no longer quoted or if the specifications or other basis for the remaining quotation(s) is radically altered, the Quality Bank Administrator shall notify the FERC, the [W] RCA and all shippers of this fact and propose an appropriate replacement product price, with explanation and justification. Comments may be filed with the FERC and [W] RCA within thirty days of the filing by the Quality Bank Administrator. If the FERC and [W] RCA take no action within sixty days of the filing, the replacement product price proposed by the Quality Bank Administrator will become effective as of the sixtieth day. [W] For the period between the time that quotation of a product price is discontinued or the specifications or other basis for a quotation is radically altered and the time that the Commissions approve the use of a replacement product price, the Quality Bank Administrator shall use as the unit value of the component in question the unit value for the last month for which a product price was available for such component.

6. For any particular month of Quality Bank calculations, the pricing data for the month of shipment will be used (i.e., the prices are current with the volumes and assay data).

H. Quality Bank Stream Component Calculation Procedure

After all volume, quality, and pricing data are collected, the Quality Bank Administrator will establish quality differentials for each stream identified in Sections III.B., III.C., and III.D.

I. Quality Bank Calculations Procedure

The assay data and calculation procedures required by this Methodology are summarized in the Attachments. The Attachments are for reference purposes only and are not intended to predict the impact of this procedure on any specific petroleum stream or any specific company. In the event of a conflict between the provisions of this Methodology as set forth above and the Attachments, the provisions of this Methodology shall control.

ATTACHMENT 1: Yield Data for Example Streams
 ATTACHMENT 2: Component Unit Value Pricing Basis
 ATTACHMENT 3: Example Component Unit Values in \$/Bbl
 ATTACHMENT 4: Example Stream Values in \$/Bbl
 ATTACHMENT 5: Quality Bank Calculation Example

J. Unanticipated Implementation Issues

This Methodology is intended to contain a comprehensive treatment of the subject matter. However, unanticipated issues concerning implementation of this Methodology may arise. If so, the Quality Bank Administrator is authorized to resolve such issues in accordance with the best understanding of the intent of the FERC and [W] RCA that the Quality Bank Administrator can derive from their orders regarding the Quality Bank methodology. The Quality Bank Administrator's resolution of any such issue shall be final unless and until changed prospectively by orders of the FERC and [W] RCA.

Explanation of Symbols: [W] Change in wording only.

31186 IDOC

ATTACHMENT 1
YIELD DATA FOR EXAMPLE STREAMS

COMPONENT	DEFINITION	STREAM A	STREAM B	STREAM C
	BOILING RANGE (°F)			
PROPANE (C ₃)	---	0.15	0.00	0.10
ISOBUTANE (iC ₄)	---	0.10	0.02	0.40
NORMAL BUTANE (nC ₄)	---	0.50	0.10	2.00
LSR	C5-175	4.50	3.50	6.00
NAPHTHA	175-350	13.50	11.00	5.50
LIGHT DISTILLATE	350-450	9.00	9.00	2.00
HEAVY DISTILLATE	450-650	21.00	22.00	16.00
GAS OIL	650-1050	31.25	30.38	41.00
RESID	1050+	20.00	24.00	27.00
TOTAL		100.00	100.00	100.00
EXAMPLE VOLUME, Thousand Barrels per Month		34,000	9,000	2,500

ATTACHMENT 2

COMPONENT UNIT VALUE PRICING BASIS

PROPANE (C₃)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Propane.	OPIS's (weekly) Los Angeles delivered spot quote for Propane.

ISOBUTANE (iC₄)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Isobutane.	OPIS's (weekly) Los Angeles delivered spot quote for Isobutane.

NORMAL BUTANE (nC₄)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Normal Butane.	OPIS's (weekly) Los Angeles delivered spot quote for Normal Butane.

LIGHT STRAIGHT RUN (C₅ - 175° F)

United States Gulf Coast	United States West Coast
Platt's Mt. Belvieu, TX spot quote for Natural Non-Dynegy.	OPIS's (weekly) Bakersfield delivered spot quote for Natural Gasoline.

NAPHTHA (175° - 350° F)

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne Naphtha.	Platt's U.S. Gulf Coast spot quote for Waterborne Naphtha.

LIGHT DISTILLATE (350° - 450°F)

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne Jet Kerosene 54 less 0.4906 cents per gallon.	Platt's U.S. West Coast spot quote for Waterborne Jet Fuel less 0.4906 cents per gallon.

HEAVY DISTILLATE (450° - 650°F)

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne No. 2 less 1.9620 cents per gallon.	[W] Platt's U.S. West Coast spot quote for Waterborne Gasoil for October, 1999 less 0.9973 cents per gallon. See note below.

GAS OIL (650° - 1050°F)

United States Gulf Coast	United States West Coast
OPIS's U.S. Gulf Coast spot quote for barge High Sulfur VGO.	OPIS's U.S. Gulf Coast spot quote for barge High Sulfur VGO.

RESID (1050°F and Over)

United States Gulf Coast	United States West Coast
Platt's U.S. Gulf Coast spot quote for Waterborne No. 6 Fuel Oil 3.0% Sulfur less 4.4145 cents per gallon.	Platt's U.S. West Coast spot quote for Pipeline 380 cst at Los Angeles converted to \$/Bbl using 6.37 Bbl/MT less 4.4145 cents per gallon.

Explanation of symbols: [N] New
 [W] Change in wording only

[N] Note -- The West Coast Heavy Distillate unit value is effective November 1, 1999 pursuant to the FERC and RCA orders referenced on the cover.

ATTACHMENT 3
EXAMPLE COMPONENT UNIT VALUES IN \$/Bbl

COMPONENT NAME	WEST COAST (\$/Bbl)	GULF COAST (\$/Bbl)	WEIGHTED AVERAGE (\$/Bbl)
Propane (C ₃)	19.7925	15.0442	19.68
Isobutane (iC ₄)	24.1238	18.4333	23.99
Normal Butane (nC ₄)	18.1125	18.4800	18.12
LSR (C ₅ - 175°F)	18.5850	19.5854	18.61
Naphtha (175°F - 350°F)	21.3383	21.3383	21.34
Light Distillate(350°F - 450°F)	25.9817	22.9396	25.91
Heavy Distillate(450°F - 650°F)	23.0000	22.1112	22.98
Gas Oil (650°F - 1050°F)	20.8133	21.8133	20.84
Resid (1050°F and over)	14.6349	15.0000	14.64
WEIGHTING FACTOR	97.71	2.29	

ATTACHMENT 4
EXAMPLE STREAM VALUES IN \$/Bbl

COMPONENT NAME	STREAM A	STREAM B	STREAM C
Propane (C3)	0.029520	0.000000	0.019680
Isobutane (iC4)	0.023990	0.004798	0.095960
Normal Butane (nC4)	0.090600	0.018120	0.362400
LSR (C5 - 175°F)	0.837450	0.651350	1.116600
Naphtha (175°F - 350°F)	2.880900	2.347400	1.173700
Light Distillate(350°F - 450°F)	2.331900	2.331900	0.518200
Heavy Distillate(450°F - 650°F)	4.825800	5.055600	3.676800
Gas Oil (650°F - 1050°F)	6.512500	6.331192	8.544400
Resid (1050°F and over)	2.928000	3.513600	3.952800
TOTAL	20.460660	20.253960	19.460540

ATTACHMENT 5
QUALITY BANK CALCULATION EXAMPLE

QUALITY BANK REFERENCE STREAM VALUE CALCULATION

	<u>VOLUME</u> <u>(MBPM)</u>	<u>VALUE</u> <u>(\$/Bbl)</u>	<u>TOTAL VALUE</u> <u>M\$/Month</u>
STREAM A	34,000	20.460660	\$ 695.66
STREAM B	9,000	20.253960	\$ 182.29
STREAM C	2,500	19.460540	\$ 48.65
TOTAL: (REFERENCE STREAM)	45,500	20.364823 ⁽¹⁾	\$ 926.60

(1) Total value divided by total volume.

QUALITY BANK PAYMENT/RECEIPT CALCULATIONS

	<u>DIFFERENTIAL</u> ⁽²⁾	<u>(MBPM)</u>	<u>PAYMENT OR RECEIPT</u> <u>(M\$/Month)</u> ⁽³⁾
STREAM A	0.095837	34,000	\$ 3,258.47
STREAM B	(0.110863)	9,000	\$ (997.76)
STREAM C	(0.904283)	2,500	\$ (2,260.71)

(2) Stream value minus reference value.
(3) Differential times volume.

Compliance

Applicant's Compliance Summary Statement

TABLE OF CONTENTS

	Page
I. Introduction	1
II. Alyeska's Corporate Policy	1
III. Alyeska's Compliance Systems and Processes	2
a. Alyeska Integrity Management System	2
b. Quality Assurance Program	2
c. Corporate Safety Program	3
d. Environmental Management System	3
e. Operations and Maintenance Programs	4
f. Alyeska Regulatory Compliance System	4
g. Internal Audit Program	4
h. Training Program	5
i. Employee Concerns Program	5
IV. Alyeska's Knowledgeable Personnel	5
V. Government Oversight	6
a. Joint Pipeline Office (JPO)	6
b. U.S. Department of Transportation/Office of Pipeline Safety (DOT-OPS)	7
c. Alaska Department of Environmental Conservation (ADEC)	7
d. U.S. Environmental Protection Agency (EPA)	7
e. Alaska Department of Fish and Game)/ U.S. Fish and Wildlife (USF&W)	8
f. Alaska Department of Labor, Occupational Safety & Health	8
g. Alaska Division of Governmental Coordination	8
h. Alaska Department of Public Safety, Fire Marshall	8
i. U.S. Coast Guard	9
j. U.S. Army Corps of Engineers	9
VI. Conclusion	9

Applicant's Compliance Summary Statement

I. Introduction

The Trans-Alaska Pipeline System (TAPS) is owned by six companies who have selected Alyeska Pipeline Service Company (Alyeska) as their common agent for the operation and maintenance of TAPS. Alyeska maintains compliance with the Federal Grant and State Lease requirements and with applicable laws and regulations through the institution of corporate policy, the application of systems and processes, and the employment and training of knowledgeable personnel. Separate and apart from Alyeska's compliance systems, there are numerous state and federal regulatory agencies that work to provide public assurance of compliance with TAPS requirements.

II. Alyeska's Corporate Policy

Alyeska has implemented Corporate Policies that set standards for the actions of employees and contractors working on TAPS. Several of these policies are quoted below.

- Corporate Compliance Policy: "Alyeska Pipeline Service Company employees and its contractors will comply with all applicable laws and regulations, State and Federal Right-of-Way agreements, permits, other binding agency agreements or authorizations and with all our Policies."
- Corporate Environment Policy: "Alyeska Pipeline Service Company employees and its contractors will conduct business in a manner to protect and preserve the spectacular scenic beauty and sensitive ecosystems in which the Trans Alaska Pipeline System operates."
- Corporate Safety and Loss Prevention Policy: "Alyeska Pipeline Service Company will conduct its business in accordance with the highest transportation and petroleum industry safety standards."
- Corporate Employee Code of Conduct Policy: "Alyeska Pipeline Service Company employees and its contractors will conduct business operations in a manner that conforms to the highest ethical, moral and legal principles."

III. Alyeska's Compliance Systems and Processes

Alyeska has a comprehensive collection of systems and processes that provide the framework for the compliance system. A fundamental premise of the program is the expectation and commitment to continuously improve these activities. The primary systems and components include: (a) the Alyeska Integrity Management System (AIMS), (b) the Quality Assurance Program (QA-36), (c) the Corporate Safety Program, (d) the Environmental Management System, (e) the Operations and Maintenance Programs, (f) the Alyeska Regulatory Compliance System (ARCS), (g) the Internal Audit Program, (h) the Training Program, and (i) the Employee Concerns Program.

(a) Alyeska Integrity Management System (AIMS). AIMS is a program used to document and communicate management's expectations for good business practices to be found in Alyeska's systems and processes. It is a tool for assessing the performance of management systems and integrating continuous improvement into those systems. There are several elements in AIMS, one of which is the Compliance Element. This element states: "Full compliance with all applicable regulatory, legal, and company requirements is a commitment of Alyeska Pipeline Service Company. Consequently, changes in laws and regulations must be reflected in facilities and operating practices to ensure ongoing compliance." Regular assessments of the status and effectiveness of systems are an integral part of AIMS.

(b) Quality Assurance Program (QA-36). Alyeska's Quality Assurance Program is for the purpose of preventing, detecting and abating actual or potential conditions adverse to quality. The Alyeska Quality Assurance Program is defined in the Quality Program Manual (QA-36) and attendant implementing procedures. Integral to this program, however, are other Alyeska programs, such as the environment and safety programs and the operations and maintenance-related programs discussed below. The Quality Assurance Program provides the management controls to implement corporate policy, including maintaining the safety and integrity of TAPS as specified in the Right-of-Way Grant and Lease agreements. The Quality Program includes regular assessment and surveillance activities, and tools such as the corrective action report (CARs) and non-conformance report (NCRs) which identify and track quality-related issues to appropriate resolution.

(c) Corporate Safety Program. Alyeska's Corporate Safety Program ensures Alyeska complies with federal, state and corporate requirements for fire, safety, industrial hygiene and health. The Corporate Safety Program utilizes a core manual referred to as SA-38 and knowledgeable personnel in numerous fields along with internal reviews, surveillances and inspections. The safety program at Alyeska is assessed using standard industry measures and safety inspections. In addition, accident and incident investigations are conducted as needed.

(d) Environmental Management System. Alyeska's Environmental Management System is defined in the Alyeska Annual Environmental Management Plan (Annual Business Plan) and the Environmental Management System Compliance Manual (EMS Compliance Manual). The Annual Business Plan is designed to provide for the allocation of personnel and resources to support the APSC Environmental Teams for that year. It includes the general responsibilities of the Environment Team, Alyeska's Environmental Policy and Values and the Strategic, Program and Financial Plans for the current year. The EMS Compliance Manual is a detailed compilation, by program such as air, water, waste and wildlife, of the environmental regulatory requirements applicable to TAPS, an identification of the work required to maintain compliance, and a road-map for the procedures or controls. It is also updated on an annual basis. The Alyeska Environmental Manual (EN-43) provides the details on how to meet state and federal requirements and includes the environmental safe operating procedures to ensure compliance with applicable federal and state requirements, including environmental permits and agency authorizations, and the Grant and Lease.

The Environment Team conducts environmental surveillance activities to support and facilitate the systematic evaluation of compliance with environmental requirements for the operation and maintenance of TAPS. The surveillance activities are performed to provide an accurate and timely assessment of compliance with environmental requirements, as well as the effectiveness of procedures to address the requirements. Environmental surveillances look both at controls (procedures, manuals, training, and systems) as well as point-in-time compliance (verification). Review of environmental performance also includes the performance of the contractors that work on TAPS for Alyeska.

These programs ensure Alyeska complies with applicable environmental stipulations and requirements and minimize environmental issues that could adversely affect health and safety; air and water quality; fish, wildlife and their habitats; and cultural resources.

(e) Operations and Maintenance Programs. There are several programs that provide the framework for the safe operation and maintenance of TAPS. Integral to these programs is the employment of qualified and knowledgeable personnel and the utilization of manuals that contain standards and procedures. The key manuals include: operations manuals for the mainline pipe and the fuel gas line (OM-1 and FG-78); the TAPS Controller Operating Manual (DO-14); the maintenance and repair manual for the right-of-way and the pipeline (MR-48); the Surveillance Manual for the mainline pipe and fuel gas line (MS-31); the System Integrity Monitoring Program Procedures (MP-166); the Maintenance System Manual (MP-167); the Design Basis Manual (DB-180); the TAPS Engineering Manual (PM 2001); the Pipeline Operating Procedures (PL-123); the Pipeline Oil Discharge Prevention and Contingency Plan (CP-35); and the Emergency Contingency Action Plan (EC-71).

A new manual, the Grant and Lease Manual (GL-2), is currently under development. This manual will provide a centralized location for requirements in the Grant and Lease and corresponding implementing processes and procedures.

(f) Alyeska Regulatory Compliance System (ARCS). ARCS is an internal intranet-based system designed to assist management and employees by providing a centralized listing of regulatory requirements applicable to the safe operation, maintenance, and modification of TAPS. It also lists the in-house regulatory specialists (approximately 42) and the implementing methods of compliance, such as the manuals, procedures, and training courses. ARCS is updated, as needed, based on information provided by in-house regulatory specialists.

(g) Internal Audit Program. The TAPS Internal Audit Program provides an objective assessment of TAPS business practices. Alyeska management is charged with ensuring that effective systems of sound financial, operational and management control of the organization are formulated and maintained. Internal Audit is a key part of the control environment as it works to evaluate systems, make recommendations and report on the adequacy and effectiveness of the system of internal control in place for all business activities of the Company.

An up-to-date register of audit opportunities, known as the audit registry, is maintained. Identifiable business activities are included in the register and are assigned an audit cycle of typically 2 to 4 years. Each year an audit plan is prepared, based on the registry and current concerns. The scope and frequency of each audit is determined by the exposure each area represents to TAPS.

The Audit group also serves as a point of contact for audits conducted by the TAPS Owners, public accountants and audits conducted by external agencies, such as the Bureau of Land Management.

(h) Training Program. Alyeska's training program is implemented through the use of computerized databases and knowledgeable training staff. The databases identify and track training requirements and certifications. There are four main categories of training: Regulatory-required, company-directed, technical and developmental. Each year there are approximately 100,000 hours of training provided for Alyeska employees and contractors. Each employee's annual performance is evaluated in part on the completion of the regulatory-required training.

(i) Employee Concerns Program (ECP). ECP is a program designed to give employees and contractors an opportunity to anonymously report safety, compliance and integrity concerns. ECP's duty is to evaluate and investigate the concerns or issues raised. Alyeska encourages and expects all employees to report compliance and safety issues or concerns. Alyeska has created various avenues for this reporting to occur. Alyeska's preference is for employees to raise concerns directly with their supervisors. If for whatever reason the employee is not comfortable doing so they may raise their concerns with other supervisors or managers, executive management, the ECP, or the Joint Pipeline Office.

IV. Alyeska's Knowledgeable Personnel

Alyeska employs personnel with knowledge or expertise in fields relevant to the operation and maintenance of TAPS. For example, there are individuals with knowledge in environmental subject matters areas such as air, water, and waste handling. There are also individuals with knowledge in technical subject matter areas such as valves, pipeline hydraulics and corrosion detection and prevention. These individuals maintain the necessary training and are in regular contact with agency staff and peers in the industry to ensure they are aware of the latest research, technologies or regulations in their field of expertise.

In addition, there are regulatory specialists who are subject matter experts on specific regulations, stipulations, or regulatory requirements Alyeska has committed to follow. A current list of these regulatory specialists is maintained in the Alyeska Regulatory Compliance System database (ARCS). A regulatory specialist is obligated to be the “one voice” or knowledgeable source on his or her assigned regulatory subject matter. As needed, regulatory specialists will call on internal and external sources for assistance when interpreting and applying regulatory requirements.

V. Government Oversight

There are some twenty state and federal regulatory agencies that monitor TAPS on behalf of the public. This results in TAPS being one of the most regulated pipelines in the United States. These agencies monitor ongoing operations, projects and other activities to ensure that pipeline integrity, environmental protection and public safety are achieved and maintained on TAPS.

(a) Joint Pipeline Office. The Joint Pipeline Office (JPO) was created to co-locate and facilitate coordination amongst the various federal and state agencies that regulate TAPS on a day-to-day basis. The lead coordinating agencies in that office are the Alaska Department of Natural Resources (DNR) for the state government and the Bureau of Land Management (BLM) within the Department of Interior for the federal government. The DNR and BLM have system-wide environmental, safety and system integrity compliance accountability to administer the State Lease and Federal Grant. They are also the lead agencies for TAPS Right-of-Way renewal. The DNR and BLM each issues the applicable land related permits and authorizations to Alyeska, as appropriate, for TAPS construction, operations and maintenance activities.

JPO instituted a program known as the Comprehensive Monitoring Program (CMP) as part of its compliance monitoring activities. It provides systematic monitoring of TAPS compliance through the use of periodic and focused surveillances, assessments and formal reports. Part of the CMP process involves the use of field-based JPO staff that on a day-to-day basis review and verify TAPS compliance with state and federal requirements. Some of the other agencies participating in the JPO or separately conducting TAPS oversight are mentioned below.

(b) U.S. Department of Transportation Office of Pipeline Safety (DOT-OPS). DOT-OPS monitors compliance with pipeline safety regulations (both for the mainline and fuel gas line) through the assignment of dedicated personnel. DOT-OPS personnel conduct frequent inspections and system reviews as part of their daily oversight activities. DOT-OPS coordinates closely with JPO agencies on systems integrity and safety issues. DOT-OPS also performs a comprehensive annual inspection as required by the regulations. DOT-OPS and Alyeska staffs maintain open and regular dialogue on compliance issues and the applicability of new or existing regulations. DOT-OPS receives and responds, as appropriate, to accident or safety-related condition reports submitted by Alyeska. The pipeline safety regulations require the operator to develop, maintain and update comprehensive manuals annually covering operations, maintenance, and abnormal and emergency conditions.

(c) Alaska Department of Environmental Conservation (ADEC). ADEC evaluates TAPS compliance through several program components. There are regular inspections of TAPS facilities for ADEC program requirements, such as for ADEC's air, water, and waste programs. ADEC also conducts periodic reviews of the state required oil spill contingency plans for TAPS. ADEC receives and reviews TAPS discharge, emissions and other monitoring reports (monthly or quarterly depending upon the permit). In addition, ADEC evaluates and monitors TAPS compliance as part of its permit acquisition and renewal process, and through the assignment of staff, both within and outside of JPO, dedicated to TAPS compliance. ADEC and Alyeska staffs maintain open and regular dialogue on compliance issues, participate in applicable rule-making processes, and implementation of new or existing regulations that may become applicable to TAPS.

(d) U.S. Environmental Protection Agency (EPA). EPA evaluates TAPS compliance through several program components. There are inspections of facilities for EPA's program requirements such as the NPDES, CAA, RCRA, and TSCA programs. EPA receives and reviews TAPS discharge, emissions and other monitoring reports (monthly, quarterly, semiannually or annually depending upon the permit or regulation). In addition, EPA evaluates and monitors TAPS compliance as part of its permit acquisition and permit renewal processes. EPA and Alyeska staffs maintain open and regular dialogue on compliance issues, participate in applicable rule-making processes, and implementation of new or existing regulations applicable to TAPS. EPA receives and reviews potential deficiencies reported by Alyeska consistent with EPA's policy

regarding self-disclosure. EPA stations a senior environmental specialist with the JPO to help coordinate and provide expertise in oil spill contingency plan review. EPA is also the Federal On-Scene Coordinator of spills along the TAPS mainline.

(e) Alaska Department of Fish and Game (ADF&G) / U.S. Fish and Wildlife (USF&W). ADF&G and USF&W work closely together through interagency reviews and permit pre-application meetings to provide oversight to avoid or minimize TAPS impacts to fish and wildlife, and their habitat. Impact mitigation is provided through permits and routine reviews with Alyeska. In some instances, environmental protection is achieved through special conditions administered under the provisions of the ROW Grant and Lease agreements. ADF&G has additional oversight and involvement through the assignment of one of its staff to the Joint Pipeline Office. Both agencies also actively participate in the review and implementation of the oil spill plans for the pipeline and marine terminal.

(f) Alaska Department of Labor (ADOL), Occupational Safety and Health (AKOSH). The Occupational Safety and Health Section protects Alaska workers from industrial accidents and job-related illness through the enforcement of state and federal standards (on behalf of US-DOL), and by training employers and employees to follow safe and healthful work practices. ADOL assigns staff to JPO for enforcement of the National Electric Code and AKOSH compliance and to monitor worker and public safety. ADOL further provides safety expertise to JPO to help administer safety stipulations of the State Lease and Federal Grant. In this capacity, ADOL/JPO staff conduct frequent safety and electrical inspections as well as investigating related incidents, accidents and events.

(g) Alaska Division of Governmental Coordination (ADGC). ADGC is located in the Office of the Governor and is the lead agency for coordinating the Alaska Coastal Management Program as it relates to TAPS.

(h) Alaska Department of Public Safety, Fire Marshal. The Fire Marshal concentrates its TAPS oversight efforts on fire and life safety inspections. The Fire Marshal provides staff to the JPO to enforce regulatory requirements and to provide expertise to assist JPO in monitoring fire-related stipulations of the State Lease and Federal Grant.

(i) U.S. Coast Guard. The U.S. Coast Guard's mission as it pertains to TAPS is to eliminate environmental damage and obstructions to navigable waters of the United States both inland and on the coast. They also monitor the Tanker Vapor Control System, tanker docking /loading, berth work activities and Prince William Sound tanker traffic.

(j) U. S. Army Corps of Engineers. The U.S. Army Corps of Engineers implements the Clean Water Act requirements governing the placement of dredge and fill materials into waters of the United States. In addition they implement the Rivers and Harbors Act, which governs activities that affect navigation in navigable waters of the United States.

VI. Conclusion

TAPS compliance with the Federal Grant and State Lease requirements and with laws and regulations is maintained through the institution of corporate policy, the application of systems and processes, and the employment and training of knowledgeable personnel. In addition, TAPS policies, systems and processes are regularly evaluated to enhance ongoing compliance. State and federal agencies, on behalf of the public, provide independent day to day oversight and additional assurance of TAPS compliance.

Internal and external independent review of TAPS systems and processes have demonstrated that they have been effective in maintaining compliance with State Lease and Federal Grant requirements. When compliance issues are discovered, TAPS Owners seek to ensure they are properly addressed and resolved. Therefore, TAPS meets the compliance requirement for renewal of the State Lease and Federal Grant of Right-of-Way.

Applicant's State Tax Statement

Applicant is current in all tax filings required under the laws of the State of Alaska, pertaining to Applicant's interest in the "Pipeline," as that term is defined in the Right-of-Way Lease for the Trans-Alaska Pipeline between the State of Alaska and Amerada Hess Corporation, et al., dated May 3, 1974. Such tax filings reside in the records of the relevant taxing authorities.

**Federal ROW
Renewal Application Submittal**

Unocal Pipeline Company
A Unocal Company
14141 Southwest Freeway
Sugar Land, Texas 77478
Telephone (281) 287-7775
Facsimile (281) 287-7331



PIPELINE

APR 30 2001

Joseph M. Monroe
President

Mr. Francis Cherry, Jr.
Alaska State Director
Bureau of Land Management
222 West 7th Ave., #13
Anchorage, Alaska 99504

Mr. Jerry Brossia
Authorized Officer
Bureau of Land Management
411 West 4th Ave., Suite 2
Anchorage, AK 99501

Re: Renewal Of TAPS Right-of-Way And Associated Rights

Gentlemen:

Unocal Pipeline Company ("Unocal") respectfully seeks renewal of its undivided interest in the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant") and other rights associated with the Federal Grant ("Associated Rights"). To that end, this letter is followed by a SUPPLEMENTAL APPLICATION and accompanies a MASTER APPLICATION and related materials.

As you know, Unocal and the other TAPS Owners have established a Right-of-Way Renewal Team to work with the Federal Government, the State of Alaska, and stakeholders in renewing the TAPS Owners' rights. W. Steven Jones, Project Manager of the TAPS Right-of-Way Renewal Team, will serve as our contact on matters relating to this application to renew the Federal Grant and Associated Rights. Please direct all correspondence and notifications to W. Steven Jones.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Joseph M. Monroe", written over a horizontal line.

Joseph M. Monroe

SUPPLEMENTAL
**APPLICATION FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LANDS
TO THE MASTER APPLICATION**

FORM APPROVED
OMB NO. 1004-0060
Expires: December 31, 2001

FOR AGENCY USE ONLY

NOTE: Before completing and filing the application, the applicant should completely review this package and schedule a preapplication meeting with representatives of the agency responsible for processing the application. Each agency may have specific and unique requirements to be met in preparing and processing the application. Many times, with the help of the agency representative, the application can be completed at the preapplication meeting.

Application Number

Date filed

1. Name and address of applicant (*include zip code*)

Unocal Pipeline Company
14141 Southwest Freeway
Sugar Land, TX 77478

2. Name, title, and address of authorized agent if different from Item 1 (*include zip code*)

3. TELEPHONE (area code)

Applicant
(281) 287-7775

Authorized Agent

4. As applicant are you? (*check one*)

- a. ☐ Individual
- b. ☒ Corporation*
- c. ☐ Partnership/Association*
- d. ☐ State Government/State Agency
- e. ☐ Local Government
- f. ☐ Federal Agency

* If checked, complete supplemental page

5. Specify what application is for: (*check one*)

- a. ☐ New authorization
- b. ☒ Renewing existing authorization No. See additional response on page 6.
- c. ☐ Amend existing authorization No.
- d. ☐ Assign existing authorization No.
- e. ☐ Existing use for which no authorization has been received*
- f. ☐ Other*

* If checked, provide details under Item 7

6. If an individual or partnership are you a citizen(s) of the United States? ☐ Yes ☐ No Not Applicable.

7. Project description (*describe in detail*): (a) Type of system or facility, (e.g., canal, pipeline, road); (b) related structures and facilities; (c) physical specifications length, width, grading, etc.; (d) term of years needed; (e) time of year of use or operation; (f) Volume or amount of product to be transported; (g) duration and timing of construction; and (h) temporary work areas needed for construction (*Attach additional sheets, if additional space is needed.*)

- (a) Pipeline System, as defined generally in § 1.1.1.22 of Exhibit D to the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant");
- (b) See generally Environmental Report for the Trans-Alaska Pipeline System Right-of-Way Renewal in Volume 3 ("Environmental Report") at §§ 2.1.1 and 4.2.1; Duration of Right-of-Way Renewal for the Trans-Alaska Pipeline System in Volume 2 ("Duration Report") at Appendix 4; Federal Line Lists in Volume 2 at Tab 1D- 1H;
- (c) See generally Environmental Report at §§ 2.1.1 and 4.2.1 and Duration Report at Appendix 4;
- (d) Renewal of authorizations for the maximum period allowed by law. See 30 U.S.C. § 185(n) and Duration Report generally;
- (e) Year round;
- (f) See generally Environmental Report at Appendices A and D (pps. D-1 through D-12);
- (g) Not applicable;
- (h) Not applicable.

8. Attach a map covering area and show location of project proposal See generally Environmental Report at Appendix C and Federal Lists in Volume 2 at Tabs 1D - 1H.

9. State or local government approval: ☐ Attached ☒ Applied for ☐ Not required

10. Nonreturnable application fee: ☐ Attached ☒ Not required

11. Does project cross international boundary or affect international waterways? ☐ Yes ☒ No (*If "yes," indicate on map*)

12. Give statement of your technical and financial capability to construct, operate, maintain, and terminate system for which authorization is being requested.

See generally Duration Report and Environmental Report, including § 2.1 and Appendices A, B and D, and 43 U.S.C. § 1653. Note also that Alyeska Pipeline Service Company ("Alyeska") has effectively operated and maintained TAPS for over 20 years and applicant owns an undivided interest in Alyeska. In addition applicant, through Alyeska, has the technical and financial capability to operate, maintain and terminate TAPS.

13a. Describe other reasonable alternative routes and modes considered.

Not applicable.

b. Why were these alternatives not selected?

Not applicable.

c. Give explanation as to why it is necessary to cross Federal Lands.

Existing TAPS facilities are located on and cross federal lands.

14. List authorizations and pending applications filed for similar projects which may provide information to the authorizing agency. (Specify number, date, code, or name)

See generally Federal and State Line Lists in Volume 2 at Tab 1.

15. Provide statement of need for project, including the economic feasibility and items such as: (a) cost of proposal (construction, operation, and maintenance); (b) estimated cost of next best alternative; and (c) expected public benefits.

See generally Environmental Report, including §§ 1.2; 3.3; 4.3.3, and Duration Report, including §§ 1; 3; 4; 8; and 9.

16. Describe probable effects on the population in the area, including the social and economic aspects, and the rural lifestyles.

See generally Environmental Report §§ 3.3; 4.3.3; 4.5 and Duration Report § 8. Additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

17. Describe likely environmental effects that the proposed project will have on: (a) air quality; (b) visual impact; (c) surface and ground water quality and quantity; (d) the control or structural change on any stream or other body of water; (e) existing noise levels; and (f) the surface of the land, including vegetation, permafrost, soil, and soil stability.

(a) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; 4.8.2.3; (b) See generally Environmental Report §§ 3.1.3; 3.3.6.3; 4.3.1.3; 4.3.3.9; 4.5; (c) See generally Environmental Report §§ 3.1.1.6; 3.1.2.1; 4.2.1.3; 4.3.1.2; 4.5; 4.8.2.1; 4.8.2.2; (d) See generally Environmental Report §§ 3.1.1.6; 4.2.1.3; 4.3.1.2; 4.3.2.2; 4.5; (e) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; (f) See generally Environmental Report §§ 3.1.1; 4.1.1; 4.2.1.1; 4.2.1.2; 4.3.1.1; 4.3.2.2; 4.5 (See continuation on page 6.)

18. Describe the probable effects that the proposed project will have on (a) populations of fish, plantlife, wildlife, and marine life, including threatened and endangered species; and (b) marine mammals, including hunting, capturing, collecting, or killing these animals.

(a) See generally Environmental Report §§ 3.2; 4.3.2; 4.5; 4.8.3; (b) See generally Environmental Report §§ 3.2.6; 3.3.3; 4.3.2; 4.3.3.3; 4.5; 4.8.3.4; 4.8.4.4. In both cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

19. State whether any hazardous material, as defined in this paragraph, will be used, produced, transported or stored on or within the right-of-way or any of the right-of-way facilities, or used in the construction, operation, maintenance or termination of the right-of-way or any of its facilities. "Hazardous material" means any substance, pollutant or contaminant that is listed as hazardous under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. 9601 et seq., and its regulations. The definition of hazardous substances under CERCLA includes any "hazardous waste" as defined in the Resource Conservation and Recovery Act of 1976 (RCRA), as amended, 42 U.S.C. 9601 et seq., and its regulations. The term hazardous materials also includes any nuclear or byproduct material as defined by the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2011 et seq. The term does not include petroleum, including crude oil or any fraction thereof that is not otherwise specifically listed or designated as a hazardous substance under CERCLA Section 101(14), 42 U.S.C. 9601(14), nor does the term include natural gas.

See response on page 6.

20. Name all the Department(s)/Agency(ies) where this application is being filed.

The original application is being filed with the Bureau of Land Management.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and that I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Signature of Applicant

Date

APR 30 2001

Title 18, U.S.C. Section 1001 and Title 48 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious, or fraudulent statements or representations as to any matter within its jurisdiction.

APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS
AND FACILITIES ON FEDERAL LANDS

GENERAL INFORMATION
ALASKA NATIONAL INTEREST LANDS

This application will be used when applying for a right-of-way, permit, license, lease, or certificate for the use of Federal lands which lie within conservation system units and National Recreation or Conservation Areas as defined in the Alaska National Interest Lands Conservation Act. Conservation system units include the National Park System, National Wildlife Refuge System, National Wild and Scenic Rivers System, National Trails System, National Wilderness Preservation System, and National Forest Monuments.

Transportation and utility systems and facility uses for which the application may be used are:

1. Canals, ditches, flumes, laterals, pipes, pipelines, tunnels, and other systems for the transportation of water.
2. Pipelines and other systems for the transportation of liquids other than water, including oil, natural gas, synthetic liquid and gaseous fuels, and any refined product produced therefrom.
3. Pipelines, slurry and emulsion systems, and conveyor belts for transportation of solid materials.
4. Systems for the transmission and distribution of electric energy.
5. Systems for transmission or reception of radio, television, telephone, telegraph, and other electronic signals, and other means of communications.
6. Improved rights-of-way for snow machines, air cushion vehicles, and all-terrain vehicles.
7. Roads, highways, railroads, tunnels, tramways, airports, landing strips, docks, and other systems of general transportation.

This application **must** be filed simultaneously with each Federal department or agency requiring authorization to establish and operate your proposal.

In Alaska, the following agencies will help the applicant file an application and identify the other agencies the applicant should contact and possibly file with:

Department of Agriculture
Regional Forester, Forest Service (USFS)
Federal Office Building, P.O. Box 21628
Juneau, Alaska 99802-1628
Telephone: (907) 586-7847 (or a local Forest Service Office)

Department of the Interior
Bureau of Indian Affairs (BIA)
Juneau Area Office
9109 Mendenhall Mall Road, Suite 5, Federal Building Annex
Juneau, Alaska 99802
Telephone: (907) 586-7177

Bureau of Land Management (BLM)
222 West 7th Ave., Box 13
Anchorage, Alaska 99513-7599
Telephone: (907) 271-5477 (or a local BLM Office)

National Park Service (NPS)
Alaska Regional Office 2525 Gambell St., Rm. 107
Anchorage, Alaska 99503-2892
Telephone: (907) 257-2585

U.S. Fish & Wildlife Service (FWS)
Office of the Regional Director
1011 East Tudor Road
Anchorage, Alaska 99503
Telephone: (907) 786-3440

Note-Filings with any Interior agency may be filed with any office noted above or with the: Office of the Secretary of the Interior, Regional Environmental Officer, Box 120, 1675 C Street, Anchorage, Alaska 99513.

Department of Transportation
Federal Aviation Administration
Alaska Region AAL-4, 222 West 7th Ave., Box 14
Anchorage, Alaska 99513-7587
Telephone: (907) 271-5285

NOTE - The Department of Transportation has established the above central filing point for agencies within that Department. Affected agencies are: Federal Aviation Administration (FAA), Coast Guard (USCG), Federal Highway Administration (FHWA), Federal Railroad Administration (FRA).

OTHER THAN ALASKA NATIONAL INTEREST LANDS

Use of this form is not limited to National Interest Conservation Lands of Alaska.

Individual departments/agencies may authorize the use of this form by applicants for transportation and utility systems and facilities on other Federal lands outside those areas described above.

For proposals located outside of Alaska, applications will be filed at the local agency office or at a location specified by the responsible Federal agency.

SPECIFIC INSTRUCTIONS
(Items not listed are self-explanatory)

Item

- 7 Attach preliminary site and facility construction plans. The responsible agency will provide instructions whenever specific plans are required.
- 8 Generally, the map **must** show the section(s), township(s), and range(s) within which the project is to be located. Show the proposed location of the project on the map as accurately as possible. Some agencies require detailed survey maps. The responsible agency will provide additional instructions.
- 9, 10, and 12 - The responsible agency will provide additional instructions.
- 13 Providing information on alternate routes and modes in as much detail as possible, discussing why certain routes or modes were rejected and why it is necessary to cross Federal lands will assist the agency(ies) in processing your application and reaching a final decision. Include only reasonable alternate routes and modes as related to current technology and economics.
- 14 The responsible agency will provide instructions.
- 15 Generally, a simple statement of the purpose of the proposal will be sufficient. However, major proposals located in critical or sensitive areas may require a full analysis with additional specific information. The responsible agency will provide additional instructions.
- 16 through 19 - Providing this information in as much detail as possible will assist the Federal agency(ies) in processing the application and reaching a decision. When completing these items, you should use a sound judgment in furnishing relevant information. For example, if the project is not near a stream or other body of water, **do not** address this subject. The responsible agency will provide additional instructions.

Application must be signed by the applicant or applicant's authorized representative.

If additional space is needed to complete any item, please put the information on a separate sheet of paper and identify it as "Continuation of Item."

SUPPLEMENTAL

NOTE: The responsible agency(ies) will provide additional instructions		CHECK APPROPRIATE BLOCK	
I - PRIVATE CORPORATIONS		ATTACHED	FILED*
a. Articles of Incorporation See Tab Federal Supplemental Question Ia in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
b. Corporation Bylaws See Tab Federal Supplemental Question Ib in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
c. A certification from the State showing the corporation is in good standing and is entitled to operate within the State. <small>See Tab Federal Supplemental Question Ic in this Volume.</small>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing See Tab Federal Supplemental Question Id in this Volume.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
e. The name and address of each shareholder owning 3 percent or more of the shares, together with the number and percentage of any class of voting shares of the entity which such shareholder is authorized to vote and the name and address of each affiliate of the entity together with, in the case of an affiliate controlled by the entity, the number of shares and the percentage of any class of voting stock of that affiliate owned, directly or indirectly, by that entity, and in the case of an affiliate which controls that entity, the number of shares and the percentage of any class of voting stock of that entity owned, directly or indirectly, by the affiliate. <small>See Tab Federal Supplemental Question Ie in this Volume.</small>		<input checked="" type="checkbox"/>	<input type="checkbox"/>
f. If application is for an oil or gas pipeline, describe any related right-of-way or temporary use permit applications, and identify previous applications. See generally Federal and State Line Lists in Volume 2 at Tab 1.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
g. If application is for an oil and gas pipeline, identify all Federal lands by agency impacted by proposal. See generally Federal Line Lists in Volume 2 at Tab 1D-1H.		<input checked="" type="checkbox"/>	<input type="checkbox"/>
II- PUBLIC CORPORATIONS			
a. Copy of law forming corporation Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
b. Proof of organization Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
c. Copy of Bylaws Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
e. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
III - PARTNERSHIP OR OTHER UNINCORPORATED ENTITY			
a. Articles of association, if any Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
b. If one partner is authorized to sign, resolution authorizing action is Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
c. Name and address of each participant, partner, association, or other . . . Not applicable		<input type="checkbox"/>	<input type="checkbox"/>
d. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above. Not applicable		<input type="checkbox"/>	<input type="checkbox"/>

* If the required information is already filed with the agency processing this application and is current, check block entitled "Filed." Provide the file identification information (e.g., number, date, code, name). If not on file or current, attach the requested information.

DATA COLLECTION STATEMENT

The Federal agencies collect this information from applicants requesting right-of-way, permit, license, lease, or certifications for the use of Federal lands.

Federal agencies use this information to evaluate your proposal.

No Federal agency may request or sponsor, and you are not required to respond to a request for information which does not contain a currently valid OMB Approval Number.

BURDEN HOURS STATEMENT

The public burden for this form is estimated to vary from 30 minutes to 25 hours per response, with an average of 2 hours per response, including the time for

reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate or any other aspect of this form to: U.S. Department of the Interior, Bureau of Land Management, Information Clearance Officer (W0-630), 1849 C Street, Mail Stop 401LS, Washington, D.C. 20240

A reproducible copy of this form may be obtained from the Bureau of Land Management, Division of Lands, 1620 L Street, Rm. 1000LS, Washington, D.C. 20036.

NOTICE

NOTE: This applies to the Department of the Interior/Bureau of Land Management (BLM).

The Privacy Act of 1974 provides that you be furnished with the following information in connection with the information provided by this application for an authorization.

AUTHORITY: 16 U.S.C. 310 and 5 U.S.C. 301.

PRINCIPAL PURPOSE: The primary uses of the records are to facilitate the (1) processing of claims or applications; (2) recordation of adjudicative actions; and (3) indexing of documentation in case files supporting administrative actions.

ROUTINE USES: BLM and the Department of the Interior (DOI) may disclose your information on this form: (1) to appropriate Federal agencies when concurrence or supporting information is required prior to granting or acquiring a right or interest in lands or resources; (2) to members or the public who have a need for the information that is maintained by BLM for public record; (3) to the U.S. Department of Justice, court, or other adjudicative body when DOI determines the information is necessary and relevant to litigation; (4) to appropriate Federal, State, local, or foreign agencies responsible for investigating prosecuting violation, enforcing, or implementing this statute, regulation, or order; and (5) to a congressional of lice when you request the assistance of the Member of Congress in writing.

EFFECT OF NOT PROVIDING THE INFORMATION: Disclosing this information is necessary to receive or maintain a benefit. Not disclosing it may result in rejecting the application.

**APPLICATION FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LAND**

For the Trans-Alaska Pipeline System

Continuation of Item #5: Renewal on the same terms of applicant's undivided interest in existing authorizations for the Trans-Alaska Pipeline System ("TAPS"), including, but not limited to, F-12505, AA-5847, F-21770, and other authorizations identified on the Federal Line Lists in Volume 2 at Tab 1D -1H.

Continuation of Item #17: In all cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

Continuation of Item #19: TAPS does not engage in the use, production, transportation or storage of hazardous materials as part of TAPS' purpose. TAPS operates to transport crude oil, and crude oil is not a hazardous material as defined in this question. Hazardous materials are only present on TAPS incidentally in support of the operation and maintenance of TAPS. All hazardous materials are managed under state and federal law. Those occurrences are described categorically below. Also see Environmental Report § 3.1.1.5.

Hazardous Material Use. Chemical products may be "hazardous materials" or may include components that are hazardous materials. These products are used for TAPS operations and maintenance. Any list of hazardous materials would be only temporarily accurate because product use on TAPS varies continuously. Therefore, they are listed here categorically: paints and associated products; pipe coating chemicals; equipment repair and lubrication products, cleaners, and antifreeze chemicals; adhesives, epoxies and sealants; corrosion inhibitors; fire fighting chemicals; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. This list provides a description of TAPS hazardous material use, but is not intended to be comprehensive chemical by chemical. That detailed information may be obtained from Alyeska's OSHA MSDS (hazardous communication) program and the annual SARA Title III reports submitted to EPA.

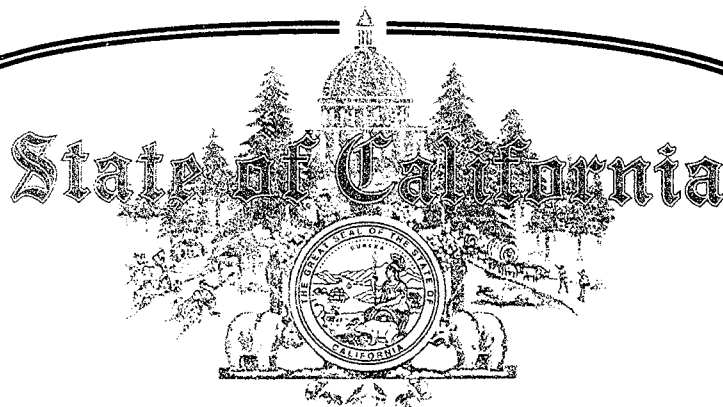
Hazardous Material Production. TAPS does not produce hazardous materials.

Hazardous Material Transportation. Chemical product hazardous materials, described above, are transported on and off TAPS facilities utilizing the procedure established under state and federal law. The U.S. DOT has strict requirements for the transportation of chemical products, under 49 CFR Parts 172- 177, 350-399. Hazardous wastes also

must comply with the same U.S. DOT transportation requirements. In place is an extensive hazardous material transportation plan that covers both chemical product and hazardous waste transportation on and off TAPS facilities. Bills of lading are used to track the transportation of chemical products. In addition, there are EPA hazardous waste manifests for transported hazardous wastes. The list of hazardous materials transported on and off TAPS facilities would be composed of those hazardous materials listed above under Hazardous Material Use and below under Hazardous Material Storage.

Hazardous Material Storage. The list of hazardous materials stored is the same as the list of hazardous materials used on TAPS facilities, except for waste storage. Where required or appropriate, chemical products are stored within secondary containment. Hazardous wastes that are generated at a TAPS facility are stored utilizing EPA requirements for hazardous waste generators. The hazardous waste categories are predominantly chemical products that have completed their use: paints and associated products; equipment repair and lubrication products, and parts cleaners; adhesives, epoxies and sealants; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. Tank and pipe cleaning sludges are a non-product waste stream that contributes to this list. These wastes are only temporarily stored at a facility, in accordance with EPA regulations. During storage they are monitored, in accordance with EPA regulations, and they are transported off the facilities and disposed of at EPA permitted facilities. A listing of hazardous wastes stored at a TAPS facility for any one-year period can be found in the annual RCRA report submitted to EPA.

Federal Supplemental Question Ia



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 12 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



FEB 15 2001

Bill Jones

Secretary of State

7314536

RESTATED ARTICLES OF INCORPORATION

UNOCAL PIPELINE COMPANY

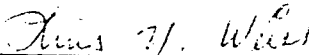
a California Corporation

RECEIVED
U.S. DEPARTMENT OF JUSTICE
APR 24 1986
FBI
COMMUNICATIONS SECTION

3. The foregoing amendments and restatement have been approved by the Board of Directors of said corporation.

4. The foregoing amendments may be adopted with approval of the Board of Directors alone, because such amendments (i) confirm the statement of purposes and powers to subdivision (b) of Section 202 of the General Corporation Law and may be adopted pursuant to Section 2302 of the General Corporation Law; (ii) delete references to par value and location of the principal office and may be adopted pursuant to Section 2302 of the General Corporation Law; (iii) conform statement regarding the number of directors to Section 212 of the General Corporation Law and may be adopted pursuant to Section 2302 of the General Corporation Law; and (iv) delete the names and addresses of the persons appointed to act as initial directors and may be adopted pursuant to Section 902(d) of the General Corporation Law.

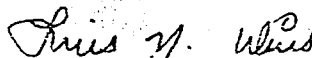
IN WITNESS WHEREOF, the undersigned have executed this Certificate on April 24, 1986.



Luis N. Weiss


R. E. Jenkins

The undersigned, Luis N. Weiss and R. E. Jenkins, a Vice President and an Assistant Secretary, respectively, of Unocal Pipeline Company, each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Los Angeles, California on April 24, 1986.


Luis N. Weiss


R. E. Jenkins

704989
SURV

UNOCAL PIPELINE COMPANY

CERTIFICATE OF OWNERSHIP

A314944 FILED
Office of the Secretary of State
of the State of California

MAY - 1 1986

March Fong Eu
MARCH FONG EU, Secretary of State

Luis N. Weiss and R. E. Jenkins do hereby certify that:

1. They are a duly elected and acting Vice President and Assistant Secretary, respectively, of Unocal Pipeline Company, a California corporation.

2. The Corporation owns one hundred percent (100%) of the outstanding shares of capital stock of Pure Transportation Company, an Ohio corporation.

3. The Board of Directors of the Corporation has fully adopted the following resolutions:

"WHEREAS, Unocal Pipeline Company ('Pipeline') owns one hundred percent (100%) of the outstanding capital stock of Pure Transportation Company ('Pure'), an Ohio corporation; and

"WHEREAS, it is deemed advisable and in the best interests of Pipeline and its shareholders that Pipeline merge Pure into itself and assume all its liabilities;

"NOW, THEREFORE BE IT RESOLVED, That Pipeline merge Pure, its wholly owned subsidiary, into itself and assume all its liabilities pursuant to Section 1110 of the California General Corporation Law on May 1, 1986; and

"RESOLVED FURTHER, That the proper officers be and they are hereby authorized to execute and deliver any and all documents and to take all such further action as may be required to complete said merger."

WITNESS our hand and the seal of the Corporation on this 25th day of April, 1986.

Luis N. Weiss

Luis N. Weiss
Vice President

R. E. Jenkins

R. E. Jenkins
Assistant Secretary

The undersigned, Luis N. Weiss, Vice President, and R. E. Jenkins, Assistant Secretary of Unocal Pipeline Company, each declare under penalty of perjury that the matter set out in the foregoing Certificate of Ownership is true of his own knowledge.

Executed at Los Angeles, California on April 25, 1986.

Luis N. Weiss

Luis N. Weiss
Vice President

R. E. Jenkins

R. E. Jenkins
Assistant Secretary

704989 SURV

A319529

FILED

In the office of the Secretary of State
of the State of California

AUG - 1 1986

March Fong Eu
MARCH FONG EU, Secretary of State

UNOCAL PIPELINE COMPANY

CERTIFICATE OF OWNERSHIP

Luis N. Weiss and C. F. Bateman do hereby certify that:

1. They are a duly elected and acting Vice President and Assistant Secretary, respectively, of Unocal Pipeline Company, a California corporation.

2. The Corporation owns one hundred percent (100%) of the outstanding shares of capital stock of Unocal Endicott Pipe Line Company, a California corporation; Union Kuparuk Pipe Line Company, a California corporation; and Union California Pipeline Company, a California corporation.

3. The Board of Directors of the Corporation has fully adopted the following resolutions:

"WHEREAS, Unocal Pipeline Company ('Pipeline') owns one hundred percent (100%) of the outstanding capital stock of Unocal Endicott Pipe Line Company ('UEPL'), a California corporation; Union Kuparuk Pipe Line Company ('UKPL'), a California corporation; and Union California Pipeline Company ('UCPL'), a California corporation;

WHEREAS, it is deemed advisable and in the best interests of Pipeline and its shareholders that Pipeline merge UEPL, UKPL and UCPL into itself and assume all their liabilities;

NOW, THEREFORE BE IT RESOLVED, That Pipeline merge UEPL, UKPL and UCPL, its wholly owned subsidiaries, into itself and assume all their liabilities pursuant to Section 1110 of the California General Corporation Law on August 1, 1986; and

RESOLVED FURTHER, That the proper officers be and they are hereby authorized to execute and deliver any and all documents and to take all such further action as may be required to complete said merger."

WITNESS our hand and the seal of the Corporation on this 30th day of July, 1986.

Luis N. Weiss
Luis N. Weiss
Vice President

C. F. Bateman
C. F. Bateman
Assistant Secretary

The undersigned, Luis N. Weiss, Vice President, and C. F. Bateman, Assistant Secretary of Unocal Pipeline Company, each declare under penalty of perjury that the matter set out in the foregoing Certificate of Ownership is true of his own knowledge.

Executed at Los Angeles, California on July 30, 1986.

Luis N. Weiss
Luis N. Weiss
Vice President

C. F. Bateman
C. F. Bateman
Assistant Secretary

704989

A371181

FILED
In the office of the Secretary of State
of the State of California

JUN 08 1989

March Fong Eu
MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
RESTATED ARTICLES OF INCORPORATION
OF
UNOCAL PIPELINE COMPANY

W. L. THACKER AND C. F. BATEMAN certify that:

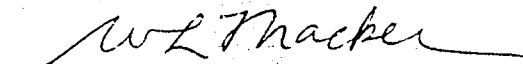
1. They are president and secretary, respectively, of UNOCAL PIPELINE COMPANY, a California corporation.
2. ARTICLE VI of the restated articles of incorporation of this corporation is added to read as follows:


ARTICLE VI Indemnification: The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law. If the California General Corporation Law is amended after approval by the Shareholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the California General Corporation Law, as so amended.

3. The foregoing amendment to the restated articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment to the restated articles of incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 250. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: May 30, 1989


W. L. THACKER, President


C. F. BATEMAN, Secretary

704989 SURV

A389417

JUN 25 1990

CERTIFICATE OF OWNERSHIP AND MERGER

March 25, 1990
MARCH FONG EU, Secretary of State

N. WEISS AND C. F. BATEMAN certify that:

1. They are the Vice President and Secretary, respectively, of UNOCAL PIPELINE COMPANY ("UNOCAL"), a California corporation.

2. This Corporation owns all of the outstanding shares of CLP HOLDING COMPANY ("CLP"), a Delaware corporation.

3. The Board of Directors of this Corporation duly adopted the following resolutions at a meeting held on the 21st day of May, 1990, which it was authorized to do pursuant to its bylaws:

"WHEREAS, Unocal Pipeline Company ('UNOCAL') now owns all of the stock of CLP HOLDING COMPANY ('CLP'), a corporation organized under the laws of the State of Delaware; and

"WHEREAS, It is deemed advisable that Unocal merge with CLP in order that all the property, rights and privileges of CLP shall vest in and be owned by Unocal; now

"THEREFORE BE IT RESOLVED, That Unocal merge CLP, its wholly-owned subsidiary corporation, into itself and assume all its liabilities pursuant to Title 1, Division I, Chapter 11, Section 1110 of the California General Corporation Law; and

"RESOLVED FURTHER, That the President or the Vice President, and the Secretary or an Assistant Secretary of Unocal, are hereby authorized and directed to make and execute a certificate of ownership of all the stock of CLP, and of the adoption and date of adoption of these resolutions, and to file such certificate in the office of the Secretary of State of the State of California, and to perform all other acts that may be necessary to carry out and effectuate the purpose of these resolutions."

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 14th day of June, 1990.

L. N. Weiss
Vice President

C. F. Bateman
Secretary

The undersigned L. N. Weiss and C. F. Bateman, the Vice President and Secretary, respectively, of Unocal Pipeline Company, each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his or her own knowledge.

Executed this at Los Angeles, California this 14th day of June, 1990.

L. N. Weiss

C. F. Bateman

704989

SURV

A405695

JUL - 11991

FILED
In the office of the Secretary of State
of the State of California

B1

UNOCAL PIPELINE COMPANY

CERTIFICATE OF OWNERSHIP

March Fong Eu
MARCH FONG EU, Secretary of State

Luis N. Weiss and F. M. Nieves do hereby certify that:

1. They are duly elected and acting Vice President and Secretary, respectively, of Unocal Pipeline Company, a California corporation.

2. The Corporation owns one hundred percent (100%) of the outstanding shares of capital stock of Cushing Lemont Pipeline Company, a Delaware corporation.

3. The Board of Directors of the Corporation has fully adopted the following resolutions:

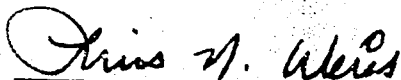
"WHEREAS, Unocal Pipeline Company ("Pipeline") owns one hundred percent (100%) of the outstanding capital stock of Cushing Lemont Pipeline Company ("CLP") a Delaware corporation; and

"WHEREAS, it is deemed advisable and in the best interests of Pipeline and its shareholders that Pipeline merge CLP into itself and assume all its liabilities;

"NOW, THEREFORE BE IT RESOLVED that Pipeline merge CLP, its wholly-owned subsidiary, into itself and assume all its liabilities pursuant to Section 1110 of the California General Corporation Law on July 1, 1991; and

"RESOLVED FURTHER, that the proper officers be and they are hereby authorized to execute and deliver any and all documents and to take all such further action as may be required to complete said merger."

WITNESS our hand and the seal of the Corporation on this 26th day of June, 1991.



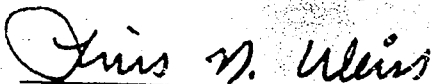
Luis N. Weiss
Vice President



F. M. Nieves
Secretary

The undersigned, Luis N. Weiss, Vice President, and F. M. Nieves, Secretary of Unocal Pipeline Company, each declare under perjury that the matter set out in the foregoing Certificate of Ownership is true of his own knowledge.

Executed at Los Angeles, California on June 26, 1991.



Luis N. Weiss
Vice President



F. M. Nieves
Secretary

704989

A452562 36

FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT

OF

OCT 18 1994

RESTATED ARTICLES OF INCORPORATION

OF

UNOCAL PIPELINE COMPANY

Tony Miller
Acting Secretary of State

We, J. M. Monroe, a Vice President and F. M. Nieves, Secretary of UNOCAL PIPELINE COMPANY, a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are a Vice President and Secretary, respectively, of UNOCAL PIPELINE COMPANY, a California corporation.

2. That an amendment to the restated articles of incorporation of this corporation has been approved by the board of directors.

3. The amendment so approved by the board of directors is as follows:

ARTICLE III of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE III The number of directors of the corporation shall be not less than three (3) no more than five (5). the exact number of directors shall be fixed, within the limits specified herein, by a bylaw or amendment thereof duly adopted by the shareholders or by the Board of directors.

4. That the shareholders have adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the shareholders is the same as that set forth in ARTICLE III above. That said written consent was signed by the holders of outstanding shares having not less than the minimum number of required votes of shareholders necessary to approve said amendment in accordance with Section 902 of the California General Corporation Law.

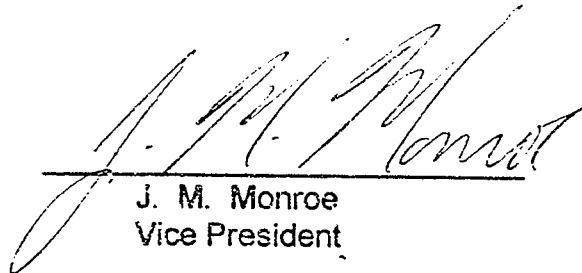
5. The designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or to give written consent to said amendment for approval thereof are as follows:

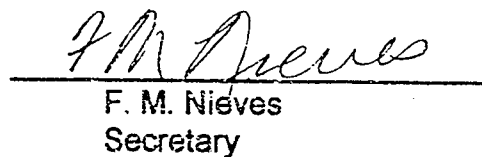
<u>Designation</u>	<u>Number of shares outstanding entitled to vote or give written consent</u>	<u>Minimum percentage vote required to approve</u>
Common	250	More than 50 percent

6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote. Said minimum percentage vote is set forth in ARTICLE V of this certificate.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: October 14, 1994


J. M. Monroe
Vice President


F. M. Nieves
Secretary



**Federal
Supplemental
Question 1b**

UNOCAL PIPELINE COMPANY

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that she is a duly elected and acting Assistant Secretary of UNOCAL PIPELINE COMPANY, a California corporation (the "Company"), and hereby further certifies that attached hereto as Exhibit A is a true and complete copy of the duly adopted bylaws of the Company, which bylaws are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 21st day of February, 2001.

[SEAL]

By: _____

Name: Elze J. Frima

Title: Assistant Secretary of
Unocal Pipeline Company

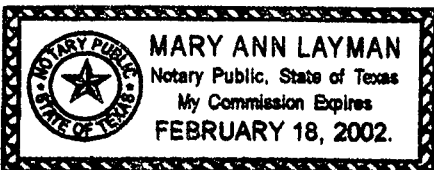
STATE OF TEXAS)

) ss:

COUNTY OF FORT BEND)

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, County of Fort Bend, on this day personally appeared Elze J. Frima, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that she is an Assistant Secretary of Unocal Pipeline Company, a California corporation, and acknowledged to me that she executed said instrument as her free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 21st day of February, 2001.



Notary Public

My commission expires on: FEB. 18, 2002

EXHIBIT A

BYLAWS
OF
UNOCAL PIPELINE COMPANY

ARTICLE I
FISCAL YEAR

Section 1. The fiscal year of Unocal Pipeline Company (hereinafter called the "Corporation") shall end on the thirty-first day of December of each year.

ARTICLE II
OFFICES

Section 1. Principal Office - The principal office for the transaction of business of the Corporation shall be located in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors (hereinafter called the "Board") is hereby granted full power and authority to change location of said principal office.

ARTICLE III
SHAREHOLDERS

Section 1. Annual Meetings - The annual meetings of shareholders shall be held at the principal office at 3:30 p.m. on the first Tuesday of April of each year if not a legal holiday and, if a legal holiday, at the same time on the next following business day, for the purpose of electing directors, consideration of reports of the affairs of the Corporation and for the transaction of any other business which is within the powers of the shareholders.

Section 2. Special Meetings - Special meetings of the shareholders for any purpose whatsoever may be called at any time by the Chairman of the Board, the President, or by one or more shareholders holding not less than ten percent of the voting power of the Corporation upon request in writing to the Chairman of the Board, the President, a Vice President or the Secretary. The business transacted at special meetings shall be confined to the purpose or purposes stated in the notice of such meetings.

Section 3. Notice of Meetings - Notice in writing of each annual or special meeting of shareholders shall be sent, or delivered personally, to each shareholder entitled thereto, not less than ten (10) nor more than sixty (60) days before the date of each meeting of shareholders unless a written waiver of notice or a consent to the holding of the meeting, or approval of the minutes is filed with the minutes of the meeting.

Section 4. Place of Meetings - All meetings of shareholders, whether annual or special, shall be held at the principal office of the Corporation or at such other place, within or without the State of California, as the Board may from time to time designate pursuant to authority hereinafter granted it. In the absence of any such designation shareholders' meetings shall be held at the principal office of the Corporation.

Section 5. Action Without a Meeting - Any action which may be taken at any annual or special meeting may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Directors may not be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of directors.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers - Subject to the limitations of the Articles of Incorporation of the Corporation and of the California General Corporation Law as to action which shall be authorized or approved by the shareholders, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board.

Section 2. Exact Number - The number of directors of the Corporation shall be five (5) or such other number as may be fixed, from time to time and within the limits stated in the Articles of Incorporation, by resolution of the Board.

Section 3. Annual Meetings - Immediately following each annual meeting of shareholders, the Board shall hold its regular annual meeting for the purpose of organization, election of officers and the transaction of any other business.

Section 4. Special Meetings - Special meetings of the Board for any purpose or purposes whatsoever may be called by the Chairman of the Board, the President, or in the absence or inability of both such officers, by any Vice President, the Secretary, or by at least two of the directors at the time in office.

Section 5. Notice of Meetings - Notice of regular annual meetings the Board is hereby dispensed with. Notice of special meetings must be given at least four days in advance if given by mail, or at least forty-eight hours in advance if delivered personally or given by telephone or telegram.

Section 6. Place of Meetings - All meetings of the Board whether regular, annual or special meetings, shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or in the notice of the meeting. In the absence of such designation all directors' meetings shall be held at the principal office of the Corporation.

Section 7. Quorum - Two members of the Board, or one-third of the authorized number of directors, whichever is larger, shall constitute a quorum of the Board for the transaction of business; provided, however, that vacancies on the Board may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, each such director so elected to hold office until his successor is elected at an annual or special meeting of the shareholders. The Board may fill vacancies occurring by reason of the removal of directors.

Section 8. Indemnification of Directors, Officers, Employees and Other Agents - The Corporation shall, to the maximum extent permitted by the General Corporation Law of California, indemnify each of its directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a director or officer of the Corporation and shall advance to such director or officer expenses incurred defending any such proceeding to the maximum extent permitted by law. For purposes of this section, a "director" or "officer" of the Corporation includes any person who is or was a director or officer of the Corporation, or other enterprise, or was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other employees or agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the California General Corporation Law.

Section 9. Action by Written Consent - Any action required or permitted to be taken by the Board under any provision of the California General Corporation Law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 10. Compensation of Directors - Directors and members of committees appointed by the Board shall receive such compensation, if any, for their services, and such reimbursement for their expenses, as may be fixed or determined by resolution of the Board.

Section 11. Authority to Designate Place of Shareholders' Meetings - The Board is hereby granted full power and authority to designate from time to time any place within or without the State of California for the holding of any shareholders' meeting, whether annual or special.

Section 12. Committees - The Board may, by resolution, appoint one or more committees, to consist of two or more of the directors of the Corporation, and subject to Section 311 of the California General Corporation Law, prescribe their duties and powers. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board shall otherwise provide. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve any such committee.

Section 13. Conference Calls - Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

ARTICLE V

OFFICERS

Section 1. Officers - The Officers of the Corporation shall be a Chairman of the Board or a President or both, a Vice President, a Secretary, a Chief Financial Officer who shall also be the Treasurer unless such an officer be elected, and a Comptroller. The Corporation may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and one or more Assistant Comptrollers. The Board may appoint such other officers as it may deem necessary or advisable, who shall have such authority and perform such duties as from time to time may be prescribed by the Board or the President. Any two or more offices may be held by the same person.

Section 2. Election and Removal - The officers of the Corporation shall be chosen annually by the Board at its regular annual meeting and each shall hold his office until the corresponding regular annual meeting of the Board in the next year and until his successor shall be elected and qualified unless he shall theretofore resign or shall be removed or otherwise disqualified to serve. The Board may remove any officer either with or without cause or under such other terms or conditions as it may prescribe. Vacancies may be filled by the Board as they may occur.

Section 3. Powers and Duties -

(a) Chairman of the Board - The Chairman of the Board, if such an officer be elected, shall preside at all meetings of the shareholders and of the Board of Directors and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or prescribed by the Bylaws.

(b) President - The President shall be the chief executive officer of the Corporation, shall preside at all meetings of shareholders and of the Board in the absence of the Chairman, and shall have general supervision, direction and control of the business and affairs of the Corporation and its officers. He shall be an ex-officio member of all committees, and shall have such other powers and duties as may from time to time be assigned to him by the Board or prescribed by the Bylaws.

(c) Vice President - Each Vice President shall have such authority and shall perform such duties as shall from time to time be assigned to him by the Board, the President or the Bylaws.

(d) Secretary - The Secretary shall keep, or cause to be kept, a book of minutes, at the principal office and/or such other place or places as the Board may order, of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office or offices of the Corporation's transfer agent or agents, a share register, or a duplicate share register, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the Board required by the Bylaws or by law to be given. He shall have charge and be custodian of the seal of the Corporation and of all books, papers, contracts, leases, deeds, securities and other documents or instruments of whatsoever kind which belong to or are in the Corporation's possession, except those pertaining to the office of the Chief Financial Officer, Treasurer or Comptroller.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to the control of the Board, and the President, perform all the duties usually incident to the office of secretary of a corporation.

(e) Assistant Secretaries - Each Assistant Secretary shall assist the Secretary, and in the absence or disability of the Secretary any Assistant Secretary may perform the duties of the Secretary unless and until the contrary is expressed by the Board, and shall perform such other duties as shall be prescribed by the Board or the Secretary.

(f) Chief Financial Officer - The Chief Financial Officer, who shall also be the Treasurer, shall have custody of and be responsible for all the monies and funds of the Corporation. He shall deposit or cause to be deposited all Corporation monies, funds and other valuables in the name and to the credit of the Corporation in such bank or banks as in his judgment is proper or as shall be directed by the Board, or the President, and shall disburse the funds of the Corporation which have been duly approved for disbursement. He shall enter regularly, or cause to be entered, in the books of the Corporation to be kept by him for the purpose full and accurate accounts of all monies received and paid out by him on account of the Corporation.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to control of the Board and the President, perform all the duties usually incident to the office of treasurer of a corporation.

(g) Assistant Treasurers - Each Assistant Treasurer shall assist the Treasurer and, in the absence or disability of the Treasurer, any Assistant Treasurer may perform the duties of Treasurer unless and until the contrary is expressed by the Board, and shall perform such other duties as may be prescribed by the Board or the Treasurer.

(h) Comptroller - The Comptroller shall be the principal officer in charge of the general accounting books, accounting records and forms of the Corporation and shall see that all monies and obligations due the Corporation and all properties and assets are properly accounted for. He shall prepare or cause to be prepared the Corporation's balance sheets, income accounts and other financial statements and reports, and render to the President such periodic reports covering the result of operations of the Corporation as may be required.

He shall have such other powers and perform such other duties as may from time to time be prescribed by the Board, the President or the Bylaws, and he shall in general, subject to control of the Board and the President, perform all the duties usually incident to the office of comptroller of a corporation.

(i) Assistant Comptrollers - Each Assistant Comptroller shall assist the Comptroller and, in the absence or disability of the Comptroller any Assistant Comptroller may perform the duties of the Comptroller unless and until the contrary is expressed by the Board, and shall also perform such other duties as shall be prescribed by the Board or the Comptroller.

ARTICLE VI

MISCELLANEOUS

Section 1. Execution of Documents - Unless otherwise authorized or prescribed by the Board, all contracts, leases, deeds, deeds of trust, mortgages, bonds, indentures, endorsements, assignments, powers of attorney to transfer stock or for other purposes, and other documents and instruments of whatever kind shall be executed for and on behalf of the Corporation by the Chairman of the Board, the President, a Vice President, the Chief Financial Officer, the Treasurer or the Comptroller, or by any other such officer and the Secretary or an Assistant Secretary, who shall have authority to affix the corporate seal to the same.

The Board also may authorize any other officer or officers, or agent or agents, to execute any contract, document or instrument of whatever kind for and on behalf of the Corporation and such authority may be general or be confined to specific instances.

Section 2. Undertakings and Commitments - No undertaking, commitment, contract, instrument or document shall be binding upon the Corporation unless previously authorized or subsequently ratified by the Board or executed by an officer or officers or an agent or agents of the Corporation acting under powers conferred by the Board or by these Bylaws.

Section 3. Checks, Drafts, etc. - All checks, notes and other obligations for collection, deposit or transfer, and all checks and drafts for disbursement from Corporation funds, and all bills of exchange and promissory notes, and all acceptances, obligations and other instruments for the payment of money, shall be endorsed or signed by such officer or officers, agent or agents, as shall be thereunto authorized from time to time by the Board.

Section 4. Representation of Shares of Other Corporations - Shares standing in the name of the Corporation may be voted or represented and all rights incident thereto may be exercised on behalf of the Corporation by the Chairman of the Board, the President, a Vice President, the Secretary, the Chief Financial Officer, the Treasurer or the Comptroller, or by such other officers as to whom the Board may from time to time confer like powers.

ARTICLE VII

REPEAL OF BYLAWS

Section 1. All existing Bylaws of the Corporation and all amendments thereto are hereby repealed.

ARTICLE VIII

AMENDMENTS

Section 1. Power of Shareholders - New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written assent of shareholders entitled to exercise a majority of the voting power of the Corporation.

Section 2. Power of Directors - Subject to the right of the shareholders as provided in Section 1 of this Article VIII, Bylaws may be adopted, amended or repealed by the Board as provided or permitted by law.

ARTICLE IX

EMERGENCY

Section 1. "Emergency" as used in this Article means disorder, disturbance or damage caused by war, enemy attack, other warlike acts or disaster which prevents conduct and management of the affairs and business of the corporation by the Board and officers in the manner provided for in other Articles of these Bylaws. The powers and duties conferred and imposed by this Article, and any resolutions adopted pursuant thereto, shall be effective only during an emergency. This Article may be implemented from time to time by resolutions adopted by the Board before or during an emergency, or during an emergency by an Emergency Managing Committee constituted and then acting pursuant hereto. An emergency, once commenced, shall be deemed to continue until terminated by resolutions adopted for that purpose by the directors.

Section 2. If, during an emergency, it can be determined that vacancies on the Board exist and they are duly filled by the remaining directors or the sole remaining director pursuant to the provisions of Section 7 of ARTICLE IV of these Bylaws, then the following provisions of this Article shall not apply. If, however, vacancies are not so filled so as to obtain a quorum of the Board, then during any emergency the provisions of this Article and any implementing resolutions shall supersede any conflicting Article of these Bylaws or resolutions adopted pursuant thereto.

Section 3. During any emergency, the officers and employees of the corporation shall continue, so far as possible, to conduct the corporation's affairs and business under the guidance of the Board or any Emergency Managing Committee acting pursuant to this Article and in accordance with known orders of governmental authorities.

Section 4. If, during any emergency, a quorum of the Board is not available to serve, then the powers and duties of the corporation shall vest in and devolve upon an Emergency Managing Committee consisting of available directors, the president, if he is available, and as many Vice Presidents (or, in case of their inability, any other officers), as may be necessary from time to time to constitute a total of three Committee members. The president, if he is available, and any other one member of the Emergency Managing Committee shall constitute a quorum of the Committee for exercise of the powers conferred and performance of the duties imposed upon the Committee hereunder, but if the president is not available any two members of the Emergency Managing Committee shall constitute a quorum.

**Federal
Supplemental
Question 1c**

State of Alaska
Department of Community and Economic Development
Division of Banking, Securities and Corporations

**CERTIFICATE
OF
COMPLIANCE**

The undersigned, as Commissioner of Community and Economic Development of the State of Alaska, and custodian of corporation records for said state, hereby certifies that
UNOCAL PIPELINE COMPANY

authorized to transact business in Alaska as

UNOCAL PIPELINE COMPANY

is a corporation organized under the laws of **CALIFORNIA** and on **JANUARY 9, 1974** qualified as a foreign business corporation authorized to do business in Alaska.

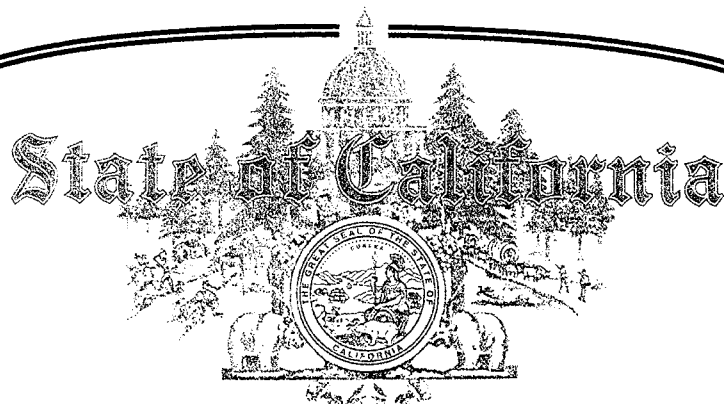
I FURTHER CERTIFY that said corporation is in good standing and has filed all biennial corporate reports due at this time and has paid all biennial corporation taxes and fees due and payable at this time.

No information is available in this office on the financial condition, business activity or practices of this corporation.

IN TESTIMONY WHEREOF, I execute this certificate and
affix the Great Seal of the State of Alaska on
FEBRUARY 16, 2001



Deborah B. Sedwick
Commissioner of Community
and Economic Development



SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **2nd day of January, 1974, UNOCAL PIPELINE COMPANY** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of February 27, 2001.



Bill Jones
BILL JONES
Secretary of State

pf

**Federal
Supplemental
Question Id**


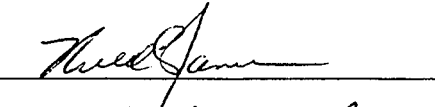
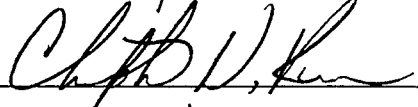
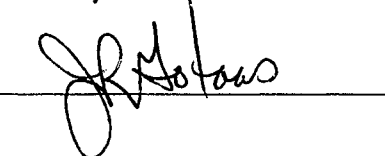
UNOCAL PIPELINE COMPANY

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that she is a duly elected and acting Assistant Secretary of Unocal Pipeline Company, a California corporation (the "Company"), and hereby further certifies as follows:

1. Attached hereto as Exhibit A is a true and complete copy of resolutions duly adopted by the Board of Directors of the Company effective 22nd of February, 2001. Such resolutions have neither been modified nor rescinded since their adoption and are in full force and effect as of the date hereof. Such resolutions are the only resolutions adopted by the Board of Directors of the Company relating to the renewal of the Company's interest in the Trans-Alaska Pipeline System.

2. The below named persons are duly elected and qualified officers of the Company holding the offices set forth below opposite his/her respective name, and the signature set forth below opposite his/her respective name is the genuine signature of such person.

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Joseph M. Monroe	Director and President	
Ronald L. James	Director and Vice President	
Christopher W. Keene	Director and Vice President	
John R. Gotaas	Director and Comptroller	

IN WITNESS WHEREOF, the undersigned has executed this certificate and affixed the seal of the Company on this 27 day of February, 2001.

[SEAL]

By: 

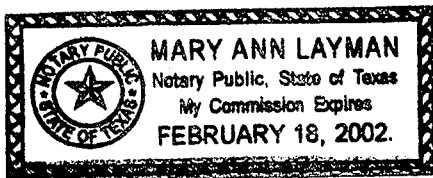
Name: Elze J. Frima

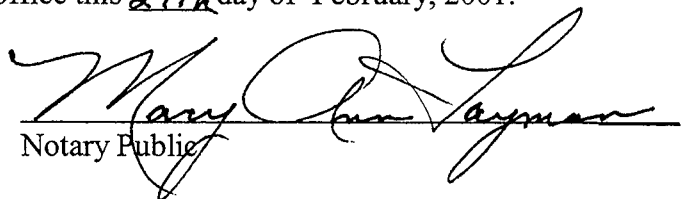
Title: Assistant Secretary of
Unocal Pipeline Company

STATE OF TEXAS)
) ss:
COUNTY OF FORT BEND)

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, County of Fort Bend, on this day personally appeared Elze J. Frima, known to me to be the person whose name is subscribed to the foregoing instrument, who being duly sworn, did say that she is an Assistant Secretary of Unocal Pipeline Company, a California corporation, and acknowledged to me that she executed said instrument as her free act and deed in said capacity, and as the free act and deed of said corporation, and that the affixed seal is the corporate seal of said corporation.

GIVEN under my hand and seal of office this 27th day of February, 2001.





Notary Public

My commission expires on: FEB. 18, 2002

UNOCAL PIPELINE COMPANY
RESOLUTIONS OF BOARD OF DIRECTORS
ACTION BY UNANIMOUS WRITTEN CONSENT

The undersigned, being all of the members of the Board of Directors of Unocal Pipeline Company, a California corporation (the "Corporation"), in lieu of holding a special meeting of the Board of Directors (the "Board") of the Corporation, hereby adopt the following preamble and resolutions by written consent in accordance with Section 307 of the California General Corporation Law and the Bylaws of the Corporation, with the same force and effect as if adopted at a special meeting of the Board held on the 22nd day of February, 2001.

Authorization of Renewal of TAPS Interests

WHEREAS, the Corporation (i) is party to an Agreement and Grant of Right of Way for the Trans-Alaska Pipeline System ("TAPS") with the United States of America (the "Federal Grant") and (ii) has been granted a Right of Way Lease for the Trans-Alaska Pipeline by the State of Alaska (the "State Lease"); and

WHEREAS, the Federal Grant expires on January 22, 2004 and the State Lease expires on May 2, 2004; and

WHEREAS, contemporaneous with the expiration of the Federal Grant and State Lease, the Corporation's interests in various Related Facilities, as that term is defined in the Federal Grant and State Lease, and other rights and interests pertaining to TAPS held under instruments from the United States of America, the State of Alaska, and private individuals and entities (collectively, all of the forgoing interests, including the Federal Grant and the State Lease, are referred to as the "TAPS Interests") will also expire; and

WHEREAS, it is in the best interest of the Corporation to renew the TAPS Interests; and

WHEREAS, the process of renewing the Federal Grant and other of the TAPS Interests requires the filing of an Application for Transportation and Utility Systems and Facilities on Federal Lands on Standard Form 299 ("SF 299") and the process of seeking renewal of the State Lease and other of the TAPS Interests requires the filing of an application for renewal (the "State Application") (collectively, SF 299 and the State Application are referred to as the "Applications"); and

WHEREAS, the Corporation desires to authorize (i) the preparation and filing of the Applications and any and all other actions deemed necessary or advisable in connection with the renewal of the TAPS Interests and (ii) the execution of documents evidencing renewal of the TAPS Interests (the "Final TAPS Renewal Documents"); and

WHEREAS, a Project Manager has been designated by the Corporation and other entities owning an interest in TAPS (the "Other TAPS Owners") with responsibility for acting with respect to the renewal of the TAPS Interests on behalf of the Corporation and the Other TAPS Owners.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation is authorized to prepare, execute and deliver (i) the Applications and the exhibits and attachments thereto, and any amendments thereto, (ii) all other instruments and documents as may be required by the granting authorities, or as may be deemed necessary or advisable by the Corporation, in connection with the processing of the Applications and the renewal of the TAPS Interests, including but not limited to a duration report, an environmental report, and a compliance report, and (iii) documentation evidencing the Final TAPS Renewal Documents; and

FURTHER RESOLVED, that the President and any Vice President ("Authorized Officers") of the Corporation be, and each of them hereby is, authorized, for and on behalf of the Corporation, to execute and deliver the Applications and documentation evidencing the Final TAPS Renewal Documents and any and all supporting documentation, in such form as the Authorized Officer executing and delivering the same in his discretion may approve, such execution to be conclusive evidence of such approval; and

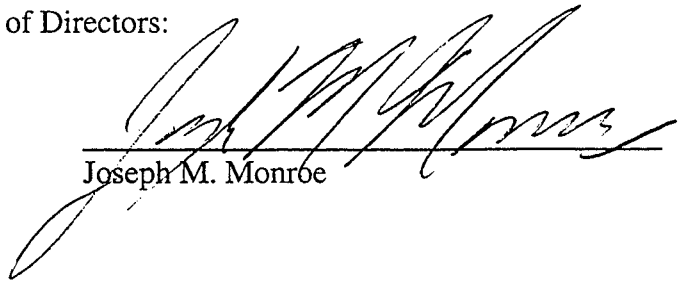
FURTHER RESOLVED, that the officers and agents of the Corporation are authorized and directed to take such actions as they deem necessary or advisable to further and complete the renewal of TAPS Interests; and

FURTHER RESOLVED, that the Corporation is authorized to designate as agent both persons employed by the Corporation and persons and entities not employed by the Corporation; and

FURTHER RESOLVED, that the officers of the Corporation are authorized to execute a Power of Attorney or other evidence of authority designating the Project Manager as agent of the Corporation with full authority to act on behalf of the Corporation in connection with the renewal of the TAPS Interests; and

FURTHER RESOLVED, that the officers and agents of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to take such actions and to execute and deliver such documents and papers as they deem necessary or advisable to perform and comply with the requirements of the Applications, to complete the renewal of the TAPS Interests, and to effect the purposes of the foregoing resolutions as contemplated herein; and with the authority granted herein to the officers and agents being non-exclusive.

Being all of the members of the Board of Directors:



Joseph M. Monroe

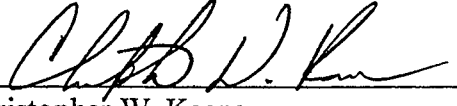
Christopher W. Keene

Ronald L. James

John R. Gotaas

Being all of the members of the Board of Directors:

Joseph M. Monroe



Christopher W. Keene

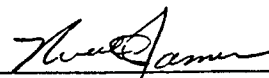
Ronald L. James

John R. Gotaas

Being all of the members of the Board of Directors:

Joseph M. Monroe

Christopher W. Keene



Ronald L. James

John R. Gotaas

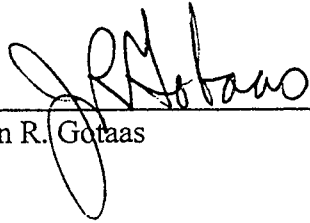
Being all of the members of the Board of Directors:

Joseph M. Monroe

Christopher W. Keene

Ronald L. James

John R. Gotaas

A handwritten signature in black ink, appearing to read "J. R. Gotaas", is written over the horizontal line and extends slightly below it. The signature is stylized with a large, looping initial "J" and a distinct "G" at the end.

Federal Supplemental Question 1e

**UNOCAL COMPANIES
AS OF FEBRUARY 28, 2001**

76 Products Company, LLC

Status: Active
Formation: California

Primary Address

None given

Registered Address

None given

765046 Alberta Ltd.

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

AHEL, Inc.

Status: Active
Incorporation: Delaware

Primary Address

None given

Registered Address

None given

Amata Power (Bang Pakong) Ltd.

Status: Active
Incorporation: Thailand

Primary Address

None given

Registered Address

None given

Amata Power (Rayong) Ltd.

Status: Active
Incorporation: Thailand

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value: 1
CUSIP:

Date Authorized: Wednesday, May 10, 2000
Authorized: 800,000

SYMBOL:	Outstanding:	800,000
	Issued:	800,000
	# in Treasury:	

American Mineral Spirits Company

Status:	Active
Incorporation:	Delaware

Primary Address

American Mineral Spirits Company
c/o Unocal Corporation
2141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

American Mineral Spirits Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, September 20, 1968
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Friday, September 20, 1968

ANPC, Inc.

Status:	Active
Incorporation:	Delaware

Primary Address

ANPC, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

ANPC, Inc.
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 28, 1991
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	4	100	10,000	Thursday, March 28, 1991

Avila Properties, LLC

Status:	Active
---------	--------

Formation: California

Primary Address

None given

Registered Address

None given

Azerbaijan International Operating Company

Status: Active
Incorporation: Cayman Islands

Primary Address

Georgian Pipeline Company
c/o Unocal Khazar, Ltd.
376 South Valencia Avenue
Brea, CA 92823

Registered Address

Maples and Calder, Attorneys at Law
Ugland House
P.O. Box 309
George Town, Grand Cayman British Virgin Islands

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, September 28, 1993
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	900,000
		Issued:	900,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
BP Exploration (Caspian Sea) Limited	1	19.03	171,267	Friday, March 31, 1995
Amoco Caspian Sea Petroleum Limited	10	18.9	170,100	Friday, February 24, 1995
Lukoil Joint Stock Company	9	11.11	100,000	Monday, April 03, 1995
Pennzoil Caspian Corp.	5	10.91	98,175	Friday, February 24, 1995
Unocal Khazar, Ltd.	2	10.58	95,200	Friday, March 31, 1995
Den Norske Stats Oljeselskap A.S.	8	9.51	85,633	Friday, March 31, 1995
McDermott Azerbaijan, Inc.	4	2.72	24,500	Friday, March 31, 1995
Ramco Hazar Energy Limited	6	2.31	20,825	Friday, March 31, 1995
Turkiye Petrolleri A.O.	7	1.94	17,500	Friday, March 31, 1995
Delta Nimir Khazar Limited	3	1.87	16,800	Friday, March 31, 1995

Blackwolf Resources, Inc.

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

Cal Ven Limited

Status: Active
Incorporation: Alberta

Primary Address

Unocal Canada Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

Cal Ven Limited
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 27, 1991
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	100,000
		Issued:	100,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada Limited	1	100	100,000	Wednesday, March 27, 1991

Calpac Remediation Company, LLC

Status: Active
Incorporation: Delaware

Primary Address

Calpac Remediation Company, LLC
c/o Unocal Corporation
376 South Valencia Avenue
Brea, California 92823

Registered Address

9 East Loockerman Street
Dover, DE 19901

Campo Gerais Participacoes E Representacoes Ltda.

Status: Active
Incorporation: Brazil

Primary Address

Campo Gerais Participacoes
R Presidente Olegario Maciel 111
Sala 66 Parte
City of Araxa, Minas Gerais Brazil

Registered Address

Campo Gerais Participacoes
Av President Juscelino Kubitsche
1703 4o. Andar
City of Sao Paulo, Sao Paulo Brazil

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
El Calden S.A.	Uruguay	100%	1,688,305,322

Campo Limpo Comercio e Participacao Ltda.

Zhangjiagang Oriental Unocal Energy Company Limited

Status: Active
Incorporation: Brazil

Primary Address

Campo Limpo Comercio
Rua Presidente
Olegario Maciel, 111
Suite 64
City of Araxa, Araxa Brazil

Registered Address

Moura E. Nusdeo
Av. Brig. Faria Lima 2009
City of Sao Paulo, Sao Paulo 01451 SP Brazil

STOCKS

Quotas

Price/Par Value: 0 par value
CUSIP:
SYMBOL:
Date Authorized:
Authorized:
Outstanding:
Issued:
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	2		83,890,887	Wednesday, September 13, 2000
Union Oil Company of California	3		2,813	Friday, September 27, 1991

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Campo Gerais Participacoes E Representacoes Ltda.	Brazil	73%	2.74
Sao Jose Industria Comercio e Participacoes Ltda.	Brazil	100%	1.58

Canair Molybdenum Corporation Limited

Status: Active
Incorporation: Ontario

Primary Address

Canair Molybdenum Corporation Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 358 Canada

Registered Address

Canair Molybdenum Corporation Limited
Royal Bank Plaza Ste 3400
Toronto, Ontario M5J-2K1 Canada

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:
Date Authorized: Monday, March 25, 1957
Authorized: 3
Outstanding: 3
Issued: 3
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	3	Monday, March 25, 1957

Casmite Corporation, The

Status: Active

Incorporation: Nevada

Primary Address

The Casmite Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

The Casmite Corporation
c/o Corporation Trust Co.
One East First Street
Reno, Nevada 89505 U.S.A.

STOCKS

Common

Price/Par Value:	50	Date Authorized:	Wednesday, June 03, 1959
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	6	100	10	Wednesday, June 03, 1953

Cert Environmental Corp.

Status: Active
Incorporation: Delaware

Primary Address

Cert Environmental Corp.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Cert Environmental Corp.
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, November 08, 1991
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Tuesday, January 19, 1993

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Fullerton Environmental Laboratory, Inc.	California	100%	1,000

Chicago Carbon Company, an Illinois general partnership

Status: Active
Formation: Illinois

Primary Address

Chicago Carbon Company
c/o Midwest 76, Inc.
376 S. Valencia Ave.
Brea, CA 92823

Registered Address

None given

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Needle Coker Company (The)	Illinois	25%	25
Tom Brown, Inc.	Delaware	16.3%	5,800,000

Chicap Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Chicap Pipe Line Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Chicap Pipe Line Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801

STOCKS

Common Stock

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	40,000
SYMBOL:		Outstanding:	28,000
		Issued:	28,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	31	48.07	13,460	Saturday, December 31, 1988
Amoco Pipeline Company	29	29.17	8,167	Saturday, July 30, 1988
Enbridge Inc.	34	22.76	6,373	Thursday, December 03, 1998

Collier Carbon and Chemical Corporation*

Status: Active
Incorporation: California

Primary Address

Collier Carbon and Chemical Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
------------------	---	------------------	--

CUSIP:	Authorized:	100
SYMBOL:	Outstanding:	100
	Issued:	100
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Wednesday, June 21, 1978

Colonial Pipeline Company

Status:	Active
Incorporation:	Delaware

Primary Address

Colonial Pipeline Company
3390 Peachtree Road NE
Atlanta, Georgia 33026 U.S.A.

Registered Address

Colonial Pipeline Company
c/o Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1,000.00	Date Authorized:	Thursday, June 04, 1970
CUSIP:		Authorized:	60,000
SYMBOL:		Outstanding:	12,400
		Issued:	12,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	163	60.24	7,470	Saturday, May 01, 1999
Union Oil Company of California	115	48.71	6,040	Thursday, March 14, 1985
Union Oil Company of California	100	11.53	1,430	Thursday, June 04, 1970
Amoco Pipeline Company	2	8.38	1,039	
Cities Service Pipe Line Investment Co.	5	8.19	1,015	Monday, August 10, 1998
Mobil Pipe Line Company	7	6.73	834	Monday, August 10, 1998
B. P. Oil	4	5.24	650	Monday, August 10, 1998
Continental Pipeline Co.	6	4.42	548	Monday, August 10, 1998
Phillips Petroleum International Investment Company	8	4.15	515	Monday, August 10, 1998
Arco	3	.93	115	Monday, August 10, 1998

Colonial Ventures, L.L.C.

Status:	Active
Formation:	Delaware

Primary Address

None given

Registered Address

None given

Companhia Brasileira De Metalurgia E Mineracao

Status: Active
Incorporation: Brazil

Primary Address

Companhia Brasileira De Metalurgia
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

CBMM
Rua Pequetita 111
Villa Olimpia
CEP 04552 902, Sao Paulo Brazil

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, March 23, 1990
CUSIP:		Authorized:	987,000,000
SYMBOL:		Outstanding:	94,600,000
		Issued:	94,600,000
		# in Treasury:	

Current Owner(s)
Molycorp, Inc.

Certificate No.
04 S/13

%Ownership
47.38

No. of Shares
44,819,806

Date Issued
or Transferred
Tuesday, December 01,
1998

Cook Inlet Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Cook Inlet Pipe Line Company
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Cook Inlet Pipe Line Company
P O Box 900
Dallas, Texas 75221-0900

STOCKS

Common

Price/Par Value:	100	Date Authorized:	Monday, March 21, 1966
CUSIP:		Authorized:	40,000
SYMBOL:		Outstanding:	40,000
		Issued:	40,000
		# in Treasury:	

Current Owner(s)
Forcenergy Inc

Certificate No.
28

%Ownership
30

No. of Shares
12,000

Date Issued
or Transferred
Monday, January 13,
1997

Mobil Pipe Line
Company

4

20

8,000

Union Oil Company of
California

15

11.82

4,730

Thursday, December
28, 1967

Atlantic Richfield
Company

14

11.82

4,730

Thursday, December
28, 1967

Union Oil Company of

21

10

4,000

Friday, March 06, 1970

California				
Union Oil Company of	10	5.65	2,260	Tuesday, December 27, 1966
California				
Atlantic Richfield	6	5.65	2,260	Tuesday, December 27, 1966
Company				
Union Oil Company of	20	2.5	1,000	Monday, September 30, 1968
California				
Atlantic Richfield	16	2.5	1,000	Monday, September 30, 1968
Company				
Union Oil Company of	3	.03	10	Thursday, March 31, 1966
California				
Atlantic Richfield	2	.03	10	Thursday, March 31, 1966
Company				

Custodians Undertaking Remedial Efforts, Inc. (New Cure, Inc.)

Status: Active
Incorporation: Delaware

Primary Address

New Cure, Inc.
2550 Greenwood Drive
Monterey Park, CA 91755

Registered Address

None given

STOCKS

Common

Price/Par Value:	.01	Date Authorized:	Tuesday, December 07, 1999
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	2,320
		Issued:	2,320
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	68	100	2,320	Tuesday, December 07, 1999
Union Oil Company of California	94	3.44	79.78	Friday, December 17, 1999

CUT, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

Dayabumi Salak Pratama, Ltd.

Status: Active
Incorporation: Cayman Islands

Primary Address

Dayabumi Salak Pratama, Ltd.

Registered Address

Dayabumi Salak Pratama, Ltd.

2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

P. O. Box 309
Grand Cayman, Cayman Islands British West Indies

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, May 01, 1996
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	200
		Issued:	200
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Geothermal of Indonesia, Ltd.	1	39.5	79	Wednesday, May 01, 1996
PT Nusamba Geothermal	3	39.5	79	Wednesday, May 01, 1996
Unocal Geothermal of Indonesia, Ltd.	2	10.5	21	Wednesday, May 01, 1996
PT Nusamba Geothermal	4	10.5	21	Wednesday, May 01, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
DSP Finance Company B.V.	Netherlands	100%	

DSP Finance Company B.V.

Status: Active
Incorporation: Netherlands

Primary Address

Dayabumi Salak Pratama Finance Co. B.V.
Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Dayabumi Salak Pratama Finance Co. B.V.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

ECO-SCRAP, Inc.

Status: Active
Incorporation: California

Primary Address

ECO-SCRAP, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, August 07, 1995
CUSIP:		Authorized:	10,000

SYMBOL: Outstanding: 10,000
 Issued: 10,000
 # in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	10,000	Monday, August 07, 1995

El Calden S.A.

Status: Active
 Incorporation: Uruguay

Primary Address

El Calden S.A.
 Juncal 1302, Piso 21
 Montevideo, Uruguay Uruguay

Registered Address

El Calden S.A.
 c/o Moura E. Nusdeo
 Av. Brig. Faria Lima 2009
 City of Sao Paulo, Sao Paulo 01451 SP Brazil

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Sunday, March 03, 1991
CUSIP:		Authorized:	1,688,305,322
SYMBOL:		Outstanding:	1,688,305,322
		Issued:	1,688,305,322
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Campo Gerais Participacoes E Representacoes Ltda.	1	100	1,688,305,322	Sunday, March 03, 1991
			2	

Fullerton Environmental Laboratory, Inc.

Status: Active
 Incorporation: California

Primary Address

Fullerton Environmental Laboratory, Inc.
 c/o Union Oil Company of California
 2141 Rosecrans Avenue
 Suite 4000
 El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, November 03, 1993
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Cert Environmental Corp.	1	100	1,000	Wednesday, November 03, 1993

Geocon, S. A.

Status: Active
Incorporation: Mexico

Primary Address

Geocon, S. A.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Geocon, S. A.
Rio Guadalquivir No. 69
Mexico City, Mexico 5 D F Mexico

STOCKS

Common

Price/Par Value:	1000	Date Authorized:	Wednesday, March 18, 1970
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	1,000	Wednesday, March 18, 1970

Georgian Pipeline Company

Status: Active
Incorporation: Cayman Islands

Primary Address

Georgian Pipeline Company
c/o Unocal Khazar, Ltd.
376 South Valencia Avenue
Brea, CA 92823

Registered Address

W.S. Walker & Company
Walker House, Mary Street
P.O. Box 265
George Town, Grand Cayman Cayman Islands

STOCKS

Common

Price/Par Value:	.01	Date Authorized:	Friday, March 22, 1996
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Amoco Caspian Sea Petroleum Limited	4	17010000	170,100	Monday, November 11, 1996
BP Exploration (Caspian Sea) Limited	11	17010000	170,100	Thursday, November 14, 1996
Lukoil Joint Stock Company	8	10000000	100,000	Monday, November 11, 1996
Pennzoil Caspian Corp.	1	9817500	98,175	Monday, November 11, 1996
Unocal Khazar, Ltd.	3	9520000	95,200	Monday, November 11, 1996

Den Norske Stats Oljeselskap A.S.	10	8563300	85,633	1996 Monday, November 11, 1996
Turkiye Petrolleri A.O.	2	6750000	67,500	Monday, November 11, 1996
Exxon Azerbaijan Limited	5	5000000	50,000	Monday, November 11, 1996
Itochu Oil Exploration (Azerbaijan) Inc.	7	2450000	24,500	Monday, November 11, 1996
Ramco Hazar Energy Limited	9	2082500	20,825	Monday, November 11, 1996
Delta Hess Khazar Limited	12	1680000	16,800	Friday, September 11, 1998

Georgian Transportation Company Limited

Status: Active
Incorporation: Cayman Islands

Primary Address

Georgian Pipeline Company
c/o Unocal Khazar, Ltd.
376 South Valencia Avenue
Brea, CA 92823

Registered Address

Maples and Calder, Attorneys at Law
Ugland House
P.O. Box 309
George Town, Grand Cayman British Virgin Islands

STOCKS**Common**

Price/Par Value:	Date Authorized:	Friday, March 22, 1996
CUSIP:	Authorized:	1,000,000
SYMBOL:	Outstanding:	2
	Issued:	2
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
DENTON, SHAUN	1	50	1	Friday, March 22, 1996
POPE, ADRIAN	2	50	1	Friday, March 22, 1996

GUT, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

Hindustan Oil Exploration Company Limited (HOEC)

Status: Active
Incorporation: Indian

Primary Address

Hindustan Oil Exploration Company (HOEC)
2141 Rosecrans Avenue

Registered Address

Hindustan Oil Exploration Company Limited (HOEC)
Tandalja Road, Off Old Padra Road

Suite 4000
El Segundo, CA 90245

Baroda, Bombay 390 020 India

STOCKS
Common

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	338992 - 339144	26	15,281,633	Saturday, October 17, 1998

HUTTS, LLC

Status: Active
Formation: Delaware

Primary Address
None given

Registered Address
None given

Independent Power Thailand

Status: Active
Formation: Thailand

Primary Address
None given

Registered Address
None given

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Asia-Pacific Ventures, Ltd.		24		
Thai Oil Company Limited		56		
Westinghouse Electric S.A.		20		

Inland Corporation

Status: Active
Incorporation: Ohio

Primary Address
Inland Corporation
Midland Building
Cleveland, Ohio 44115 U.S.A.

Registered Address
None given

STOCKS
Common

Price/Par Value	5	Date Authorized:	
		Authorized:	1,000

Series A

Price/Par Value:	\$5	Date Authorized:	
CUSIP:		Authorized:	1,000

SYMBOL:	Outstanding:	1,000
	Issued:	1,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	19	15	150	Saturday, December 31, 1988

Series B

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	9,000
SYMBOL:	Outstanding:	6,775
	Issued:	6,775
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	14	16.21	1,098	Saturday, December 31, 1988

Inland Gas & Oil Ltd.

Status:	Active
Continuance:	Alberta

Primary Address

None given

Registered Address

None given

Jupiter Energy Corporation

Status:	Active
Incorporation:	Illinois

Primary Address

Jupiter Energy Corporation
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Jupiter Energy Corporation
14141 Southwest Freeway
Sugar Land, TX 77478

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, December 22, 1997
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	5	100	1,000	Monday, March 28, 1994

emont Carbon, Inc.

Status:	Active
Incorporation:	Delaware

Primary Address

Lemont Carbon, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Lemont Carbon, Inc.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Thursday, August 31, 1989

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicago Carbon Company, an Illinois general partnership	Illinois	14.2899%	
Needle Coker Company (The)	Illinois	50%	50

Listrik Lumut Balai

Status: Pending Deregistration
Incorporation: Cayman Islands

Primary Address

Listrik Lumut Balai
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Listrik Lumut Balai
c/o Maples and Calder
P.O. Box 309, Ugland House
Grand Cayman, Cayman Islands Cayman Islands

STOCKS

Common

Price/Par Value:	US \$1	Date Authorized:	Tuesday, April 01, 1997
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	1,200
		Issued:	1,200
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal South Sumatra Geothermal, Ltd.	001	50	600	Monday, June 02, 1997
P.T. Dayabumi Lumut Balai	002	50	600	Monday, June 02, 1997

Lisulegon, Sociedad Anonima

Status: Active
Incorporation: Costa Rica

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value:	5,000 colones	Date Authorized:	Monday, September 14, 1998
CUSIP:		Authorized:	10
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Geothermal Ventures, Ltd.	1	100	10	Monday, September 14, 1998

Magma Nusantara Limited

Status: Active
Formation: British Virgin Islands

Primary Address

None given

Registered Address

None given

Margone, L.L.C.

Status: Active
Formation: Louisiana

Primary Address

Union Oil Company
376 South Valencia Ave.
Brea, CA 92823

Registered Address

Earl F. Moran
c/o Mobil Oil Exploration & Producing South East Inc.
1250 Poydras Street
New Orleans, LA 70113-1892

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP:	Date Authorized:	Wednesday, June 10, 1998
SYMBOL:	Authorized:	250,000
	Units Currently	250,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Union Oil Company of California	1	50	125,000	Wednesday, June 10, 1998
Mobil Oil Exploration & Producing Southeast Inc.	2	50	125,000	Wednesday, June 10, 1998

Matador Petroleum Corporation

Status: Active
Incorporation: Texas

Primary Address

Matador Petroleum Corporation
8340 Meadow Road
Suite 158, Pecan Creek
Dallas, TX 75231-3751

Registered Address

None given

STOCKS**Common**

Price/Par Value:	.10	Date Authorized:	Tuesday, January 20, 1998
CUSIP:		Authorized:	10,000,000
SYMBOL:		Outstanding:	3,561,883
		Issued:	3,561,883
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1341	20.59	733,500	Wednesday, October 27, 1999
Union Oil Company of California	819	18.81	670,000	Tuesday, January 20, 1998
Matador, Lincoln Life Preferred Stock	Unknown 1	12.48	444,446	Friday, December 31, 1999
Matador, Travel Ins. Preferred Stock	Unknown 2	9.36	333,334	Friday, December 31, 1999
Matador, Employee's Options	Unknown 5	6.75	240,408	Friday, December 31, 1999
Union Oil Company of California	939	1.78	63,500	Tuesday, August 31, 1999
Matador, Directors Options	Unknown 3	.49	17,550	Friday, December 31, 1999
Matador, Employee's Options	Unknown 6	.45	15,992	Monday, July 31, 2000
Matador, Directors Options	Unknown 4	.36	12,750	Monday, July 31, 2000

Midwest 76, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Midwest 76, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Midwest 76, Inc.
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, February 27, 1989
CUSIP:		Authorized:	100,000

SYMBOL:		Outstanding:	100,000	
		Issued:	100,000	
		# in Treasury:		
Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100,000	Friday, March 03, 1989

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicago Carbon Company, an Illinois general partnership	Illinois	74.179%	

Midwest Natural Gas Pipeline Co.

Status: Active
Incorporation: Delaware

Primary Address

Midwest Natural Gas Pipeline Co.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, May 24, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, May 24, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicago Carbon Company, an Illinois general partnership	Illinois	11.5311%	

Midwest Pipeline Company, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Chicac Pipe Line Company	Delaware	48.0714%	13,460

Inland Corporation	Ohio	15%	150
Southcap Pipe Line Company	Delaware	50%	208.08
Wolverine Pipe Line Company	Delaware	31.5%	

Minera Unocal Chile Limitada

Status: Active
Incorporation: Chile

Primary Address

Minera Unocal Chile Limitada
Estudio Juridico Otero
Ahumada 175 - 5 Piso
Santiago Chile

Registered Address

None given

Minerals Exploration & Silver Bell Industries

Status: Active
Incorporation: Wyoming

Primary Address

Minerals Explor & Silver Bell Industries
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

Minerals Exploration Company

Status: Active
Incorporation: California

Primary Address

Minerals Exploration Company
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	5	Date Authorized:	Tuesday, April 05, 1955
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	55,000
		Issued:	55,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	18.18	10,000	Tuesday, April 05, 1955
Union Oil Company of California	3	18.18	10,000	Monday, February 20, 1956

Union Oil Company of California	4	18.18	10,000	Wednesday, August 08, 1956
Union Oil Company of California	5	18.18	10,000	Thursday, November 29, 1956
Union Oil Company of California	6	18.18	10,000	Tuesday, April 30, 1957
Union Oil Company of California	2	9.09	5,000	Friday, September 02, 1955

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Minera Unocal Chile Limitada	Chile	99%	
Minerals Exploration & Silver Bell Industries	Wyoming	50%	

Moattama Gas Transportation Company Limited

Status: Active
Incorporation: Bermuda

Primary Address

Moattama Gas Transportation Company Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Moattama Gas Transportation Company Limited
Clarendon House
Church Street
Hamilton Bermuda

STOCKS**Common**

Price/Par Value:	.03	Date Authorized:	Friday, December 30, 1994
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	1,000,000
		Issued:	1,000,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Total Profils Petroliers	1	31.24	312,375	Friday, December 30, 1994
Unocal Global Ventures, Ltd.	6	28.26	282,625	Monday, August 17, 1998
PTTEP Offshore Investment Company Limited	4	25.5	255,000	Wednesday, November 01, 1995
Myanma Oil and Gas Enterprise	5	15	150,000	Friday, November 17, 1995

Molycorp International

Status: Active
Incorporation: California

Primary Address

Molycorp International
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, July 30, 1979
CUSIP:		Authorized:	50
SYMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	50	Monday, July 30, 1979

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Molycorp S.A.R.L.	France	99.5%	199

Molycorp Nebraska, Inc.

Status: Active
Incorporation: Nebraska

Primary Address

Molycorp Nebraska, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Molycorp Nebraska, Inc.
206 South 13th ST
Lincoln, NE 68508

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, February 02, 1984
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	1	100	20,000	Thursday, February 02, 1984

Molycorp S.A.R.L.

Status: Active
Incorporation: France

Primary Address

Unocal Chemicals Europe S.A.R.L.
30 Avenue George V
75008 Paris France

Registered Address

Unocal Chemicals Europe S.A.R.L.
15, Blvd. De La Tour Maubourg
75007 Paris France

STOCKS

Common

Price/Par Value:	100	Date Authorized:	Tuesday, September 21, 1982
------------------	-----	------------------	-----------------------------

CUSIP:	Authorized:	200
SYMBOL:	Outstanding:	200
	Issued:	200
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp International	Unknown	99.5	199	Tuesday, September 21, 1982
Molycorp, Inc.	Unknown 2	.5	1	Tuesday, September 21, 1982

Molycorp, Inc.

Status:	Active
Incorporation:	Delaware

Primary Address

Molycorp, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Molycorp, Inc.
c/o Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, July 29, 1977
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	0 13890	100	10	Monday, October 28, 1985

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Campo Gerais Participacoes E Representacoes Ltda.	Brazil	27%	1
Campo Limpo Comercio e Participacao Ltda.	Brazil	99.9%	
Canair Molybdenum Corporation Limited	Ontario	100%	3
Companhia Brasileira De Metalurgia E Mineracao	Brazil	44.82%	42,844,023
Geocon, S. A.	Mexico	100%	1,000
Minerals Exploration Pacific, Ltd	Bermuda	100%	12,000
Molycorp International	California	100%	50
Molycorp Nebraska, Inc.	Nebraska	100%	20,000
Molycorp S.A.R.L.	France	.5%	1
Quebec Columbium, Ltd	Canada	44.1%	11,697
St. Joe International Resources Ltd.	Bahamas	100%	5,000
Sumikin Molycorp, Inc.	Japan	33.33%	1,848
Unionoil Australia Mining Pty Ltd	Australia	100%	1

Myanmar Fertilizer and Power Development Co. Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Myanmar Fertilizer and Power Development
 #04-06/08 Wheelock Place
 501 Orchard Road
 Singapore 238880

Registered Address

Myanmar Fertilizer and Power Development
 Clarendon House
 2 Church Street
 Hamilton HM11 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, January 13, 1997
CUSIP:		Authorized:	18,000,000
SYMBOL:		Outstanding:	12,426,082
		Issued:	12,426,082
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Mitsui & Co. Ltd.	21	30.19	1,663,068	Thursday, November 12, 1998
Unocal Asia-Pacific Ventures, Ltd.	19	30.16	1,661,068	Thursday, November 12, 1998
Total Myanmar Power and Fertilizers	20	30.16	1,661,068	Thursday, November 12, 1998
Unocal Asia-Pacific Ventures, Ltd.	16	16.94	932,918	Wednesday, May 20, 1998
Total Myanmar Power and Fertilizers	17	16.94	932,918	Wednesday, May 20, 1998
Unocal Asia-Pacific Ventures, Ltd.	13	13.25	729,942	Thursday, January 15, 1998
Total Myanmar Power and Fertilizers	14	13.25	729,942	Thursday, January 15, 1998
Mitsui & Co. Ltd.	15	13.25	729,942	Thursday, January 15, 1998
Unocal Asia-Pacific Ventures, Ltd.	7	9.86	543,310	Wednesday, October 01, 1997
Total Myanmar Power and Fertilizers	8	9.86	543,310	Thursday, October 02, 1997
Mitsui & Co. Ltd.	9	9.86	543,310	Thursday, October 02, 1997
Unocal Asia-Pacific Ventures, Ltd.	10	5.74	316,180	Thursday, October 02, 1997
Total Myanmar Power and Fertilizers	11	5.74	316,180	Thursday, October 02, 1997
Mitsui & Co. Ltd.	12	5.74	316,180	Thursday, October 02, 1997
Unocal Asia-Pacific Ventures, Ltd.	4	4.4	242,582	Wednesday, October 01, 1997
Total Myanmar Power and Fertilizers	5	4.4	242,582	Thursday, October 02, 1997
Mitsui & Co. Ltd.	6	4.4	242,582	Wednesday, October 01, 1997
Unocal Asia-Pacific Ventures, Ltd.	22	1.22	67,000	Thursday, April 15, 1999
Unocal Asia-Pacific Ventures, Ltd.	1	.07	4,000	Monday, January 13, 1997
Mitsui & Co. Ltd.	2	.07	4,000	Monday, January 13, 1997
Total Myanmar Power and Fertilizers	3	.07	4,000	Monday, January 13, 1997

NEC Acquisition Co.

Status: Active
 .corporation: California

Primary Address

NEC Acquisition Co.
 3576 Unocal Place
 Santa Rosa, California 95401 U.S.A.

Registered Address

NEC Acquisition Co.
 c/o Union Oil Company
 2141 Rosecrans Avenue
 Suite 4000
 El Segundo, California 90245

STOCKS

Common

Price/Par Value:
 CUSIP:
 SYMBOL:

Date Authorized:
 Authorized: 2,000
 Outstanding: 2,000
 Issued: 2,000
 # in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	unknown	80	1,600	Monday, September 14, 1998
Union Oil Company of California	4	20	400	Saturday, November 30, 1996

Needle Coker Company (The)

Status: Active
 Formation: Illinois

Primary Address

The Needle Coker Company
 1650 East Golf Road
 Schaumburg, Illinois 60196-1088 U.S.A.

Registered Address

Needle Coker Company, The
 c/o Lemont Carbon, Inc.
 2141 Rosecrans Avenue
 Suite 4100
 El Segundo, CA 90245

PARTNERSHIP/LLC INTERESTS

General Partnership Agreement-Units

CUSIP:
 SYMBOL:

Date Authorized: Friday, October 27, 1989
 Authorized: 100
 Units Currently Held: 100

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Lemont Carbon, Inc.	1	50	50	Friday, October 27, 1989
Chicago Carbon Company, an Illinois general partnership	2	25	25	Friday, October 27, 1989
PDV Midwest Refining, LLC	3	25	25	Friday, October 27, 1989

NETWORKOIL, INC.

Status: Active
Incorporation: Delaware

Primary Address

None given

Registered Address

None given

STOCKS

Common Stock

Price/Par Value:	.01	Date Authorized:	Friday, March 03, 2000
CUSIP:		Authorized:	75,000,000
SYMBOL:		Outstanding:	56,122,000
		Issued:	56,122,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Capital, Inc.	302	2.55	1,428,571	Friday, March 03, 2000

North Absheron Operating Company Limited

Status: Active
Incorporation: British Virgin Islands

Primary Address

North Absheron Operating Company Limited
c/o HWR Services Limited
P.O. Box 71, Road Town
Tortola, British Virgin Islands British Virgin Islands

Registered Address

None given

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	Thursday, February 06, 1997
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Amoco North Absheron Petroleum Limited	1	30	3,000	Thursday, February 06, 1997
Unocal Eastern Hemisphere Exploration, Ltd.	2	25.5	2,550	Thursday, February 06, 1997
SOCAR OIL AFFILIATE c/o State Oil Company of the Azerbaijan Republic	3	20	2,000	Thursday, February 06, 1997
Itochu Oil Exploration (Caspian) Inc.	4	20	2,000	Thursday, February 06, 1997
Delta Oil Company (Azerbaijan) Ltd.	5	4.5	450	Thursday, February 13, 1997

Northern Enterprises (Canada) Ltd.

Status: Active
Amalgamation: Alberta

Primary Address

None given

Registered Address

None given

Northrock Energy Ltd.

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

Northrock Resources

Status: Active

Primary Address

None given

Registered Address

None given

Northrock Resources Inc.

Status: Active
Incorporation: Washington

Primary Address

None given

Registered Address

None given

Northrock Resources Ltd.

Status: Active
Amalgamation: Alberta

Primary Address

Northrock Resources Ltd
700 - 2nd Street S.W.
Calgary, Alberta T2P 2W2 Canada

Registered Address

None given

STOCKS

Common

Price/Par Value: 1.00
CUSIP: 666798
SYMBOL: NRK

Date Authorized: Thursday, May 13, 1999
Authorized: 500,000,000
Outstanding: 40,930,717
Issued: 40,930,717
in Treasury:

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Northrock Resources		73.15%	

Occidental Exploration of Bangladesh, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Occidental Exploration of Bangladesh, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Occidental Exploration of Bangladesh, Ltd.
Cedar House
41 Cedar Avenue
Hamilton Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, July 23, 1999
CUSIP:		Authorized:	22,800
SYMBOL:		Outstanding:	22,800
		Issued:	22,800
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	52.63	12,000	Friday, July 23, 1999
Unocal International Corporation	Book 2	47.37	10,800	Thursday, January 20, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, January 20, 2000
CUSIP:		Authorized:	1,200
SYMBOL:		Outstanding:	1,200
		Issued:	1,200
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	1,200	Thursday, January 20, 2000

Occidental of Bangladesh, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Occidental of Bangladesh, Ltd.
2141 Rosecrans Avenue
El Segundo, CA 90245 US

Registered Address

Occidental of Bangladesh, Ltd.
Cedar House
41 Cedar Avenue
Hamilton Bermuda

STOCKS**Common**

Price/Par Value:	1.00	Date Authorized:	Friday, July 23, 1999
------------------	------	------------------	-----------------------

CUSIP:	Authorized:	12,000
SYMBOL:	Outstanding:	12,000
	Issued:	12,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 2	100	12,000	Friday, March 31, 2000

DIRECT SUBSIDIARIES

	Incorp/Formatted in	%Ownership	Shares
Unocal Bangladesh, Ltd.	Bermuda	100%	20,000

ODS, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

ODS, Ltd.
5th Floor, Tower III, SCB Park Plaza
19 Ratchadaphisek Road
Chatuchak
Bangkok, 10900 Thailand

Registered Address

ODS, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, December 09, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Congo (DRC), Ltd.	Book	100	12,000	Thursday, December 09, 1999

DIRECT SUBSIDIARIES

	Incorp/Formatted in	%Ownership	Shares
Societe Du Littoral Conglais	Congo, Democratic Republic of	79.5%	7,995

Oil Spill Response Limited

Status:	Active
Incorporation:	England

Primary Address

Oil Spill Response Limited
Great Cumberland Place
London W1H 7AL, United Kingdom

Registered Address

None given

STOCKS

Common Share

Price/Par Value:	1.00	Date Authorized:	Wednesday, February 11, 1998
CUSIP:		Authorized:	100
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	80	100	100	Wednesday, February 11, 1998

Orca Energy, Inc.

Status: Active
Incorporation: Washington

Primary Address

None given

Registered Address

None given

Paharpur Fertilizers and Chemicals Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS

Common Shares

Price/Par Value:		Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Paharpur Group	1	450	4,500	Friday, April 11, 1997

Paragon Petroleum Corporation

Status: Active
Incorporation: Alberta

Primary Address

None given

Registered Address

None given

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Northrock Resources		20.52%	

Peru Oriente Petroleum, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Peru Oriente Petroleum, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Peru Oriente Petroleum, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, January 17, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	23	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	24	.02	4	Wednesday, January 17, 1996

Philippine Geothermal, Inc.

Status: Active
Incorporation: California

Primary Address

Philippine Geothermal, Inc.
12th Floor, Citibank Tower
Citibank Plaza
8741 Paseo de Roxas
Makati City, Philippines 1226 Philippines

Registered Address

Philippine Geothermal, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS

Common

Price/Par Value:	1000	Date Authorized:	
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	10	Tuesday, December 22, 1987

Potiguar I, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Registered Address

Potiguar I, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Potiguar I, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures II, Ltd.	5	50	1	Thursday, June 01, 2000
EPED B Company	6	50	1	Thursday, June 01, 2000

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Potiguar II, S.a.r.l.	Luxembourg	100%	500

Potiguar II, S.a.r.l.

Status: Active
Formation: Luxembourg

Primary Address

Potiguar II, S.a.r.l.
2141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

Potiguar II, S.a.r.l.
12 Rue Thymes
L-2636 Luxembourg

PARTNERSHIP/LLC INTERESTS

Units

CUSIP:	Date Authorized:	Friday, June 09, 2000
SYMBOL:	Authorized:	500
	Units Currently Held:	500

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Potiguar I, Ltd.	1	100	500	Friday, June 09, 2000

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Potiguar III, S.a.r.l.	Luxembourg	100%	500
UnoPaso, Ltda.		1%	1

Potiguar III, S.a.r.l.

Status: Active
Formation: Luxembourg

Primary Address

Potigua III, S.a.r.l.
141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

Potiguar III, S.a.r.l.
12 rue Leon Thyès
L-2636
Luxembourg

PARTNERSHIP/LLC INTERESTS

Shares

CUSIP:	Date Authorized:	Wednesday, June 14, 2000
SYMBOL:	Authorized:	500
	Units Currently	500
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Potiguar II, S.a.r.l.	1	100	500	Wednesday, June 14, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
UnoPaso, Ltda.		98%	998

Potiguar Ltd.

Status: Active
Incorporation: Cayman Islands

Primary Address

Potiguar Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Potiguar Ltd.
Ugland House
P.O. Box 309
Grand Cayman Cayman Islands

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, December 15, 1999
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Americas II, Ltd.	1	100	1,000	Tuesday, December 21, 1999

Prince William Sound Oil Spill Response Corporation

Status: Active
Incorporation: Alaska

Primary Address

Prince William Sound Oil
Spill Response Corporation
1835 South Bragaw Street, MS 502

Registered Address

None given

Anchorage, Alaska 99512 U.S.A.

STOCKS

COMMON

Price/Par Value:

CUSIP:

SYMBOL:

Date Authorized:

Authorized: 1,000,000

Outstanding: 1,000,000

Issued: 1,000,000

in Treasury:

Current Owner(s)
Unocal Pipeline Company

Certificate No.
7

%Ownership

No. of Shares
20.35

Date Issued
or Transferred
Wednesday, May 29,
1991

Progress Energy Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

Psea International Corporation

Status: Active
Incorporation: California

Primary Address

Psea International Corporation
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS

Common

Price/Par Value: 1

CUSIP:

SYMBOL:

Date Authorized: Thursday, September 18, 1986

Authorized: 1,000

Outstanding: 1,000

Issued: 1,000

in Treasury:

Current Owner(s)
Union Oil Company of
California

Certificate No.
1

%Ownership
100

No. of Shares
1,000

Date Issued
or Transferred
Thursday, September
18, 1986

PT Jasa Daya Unocal

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value:

JSIP:

SYMBOL:

Date Authorized:

Authorized:

Outstanding:

Issued:

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Indonesia Holdings I, Ltd.	2		99,000	
Unocal Global Ventures, Ltd.	1		1,000	

Pure Fuel Oil Company, The

Status: Active
Incorporation: Delaware

Primary Address

None given

Registered Address

The Pure Fuel Oil Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, DE 19801

STOCKS

Common

Price/Par Value:

1

CUSIP:

SYMBOL:

Date Authorized:

Friday, July 16, 1965

Authorized:

1,000

Outstanding:

1,000

Issued:

1,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	100	1,000	Friday, July 16, 1965

Pure Oil Corporation, The

Status: Active
Incorporation: Nevada

Primary Address

The Pure Oil Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

The Pure Oil Corporation
c/o Corp. Trust Co. of Nevada
One East First Street
Reno, Nevada 89505 U.S.A.

STOCKS

Common

Price/Par Value:

10

CUSIP:

SYMBOL:

Date Authorized:

Monday, July 12, 1965

Authorized:

100

Outstanding:

100

Issued:

100

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Monday, July 12, 1965

Pure Resources, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Pure Resources, Inc.
500 West Texas, Suite 200
Midland, TX 79701

Registered Address

Pure Resources, Inc.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS**Common Stock**

Price/Par Value:	.01	Date Authorized:	Monday, December 13, 1999
CUSIP:		Authorized:	210,000,000
SYMBOL:		Outstanding:	50,026,672
		Issued:	50,026,672
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	65.38	32,708,067	Thursday, May 25, 2000
Union Oil Company of California	3		1,000	Wednesday, March 08, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Titan Exploration, Inc.	Delaware	100%	

Pure Transportation Corporation

Status: Active
Incorporation: Nevada

Primary Address

Pure Transportation Corporation
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Pure Transportation Corporation
c/o Corp. Trust Co. - Nevada
One East First Street
Reno, Nevada 89501 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, May 06, 1986
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Thursday, October 30, 1986

PureGro Company

Status: Active
Incorporation: California

Primary Address
PureGro Company
c/o Unocal Real Estate Division
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address
None given

STOCKS

Common

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	15,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Unknown	100	12,000	

Puritan Assurance Limited

Status: Active
Incorporation: Bermuda

Primary Address
Puritan Assurance Limited
Victoria Hall
Victoria Street
Hamilton, HM12 Bermuda

Registered Address
Puritan Assurance Limited
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, August 30, 1991
CUSIP:		Authorized:	120,000
SYMBOL:		Outstanding:	120,000
		Issued:	120,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	16	99.99	120,000	

PUT, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Quebec Columbium, Ltd

Status: Active
Incorporation: Canada

Registered Address

None given

Primary Address

None given

Registered Address

Quebec Columbium Limited
770 Sherbrooke Street West
Suite 1800
Montreal, Quebec H3A 1G1 Canada

STOCKS**Common**

Price/Par Value: 0
CUSIP:
SYMBOL:
Date Authorized:
Authorized: 30,000
Outstanding: 30,000
Issued: 30,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
QIT Fer et Titane Inc.	Unknown	45.89	13,766	Friday, October 30, 1998
Molycorp, Inc.	C056	38.99	11,697	Wednesday, February 26, 1975
Montrose Securities, Ltd.	UNKNOWN2	10	2,999	Friday, October 30, 1998
CUDD & CO. (reg'd MOLYCORP, INC.)	UNKNOWN3	5.1	1,530	Friday, October 30, 1998
COOK, JAMES L.	UNKNOWN5		1	Friday, October 30, 1998
CYNOR, CRAIG J.	UNKNOWN4		1	Friday, October 30, 1998
GOURD, JEAN J.	UNKNOWN6		1	Friday, October 30, 1998
GRIERSON, B. J.	UNKNOWN7		1	Friday, October 30, 1998
JUTRAS, M. L.	UNKNOWN9		1	Thursday, October 28, 1999
O'BRIEN, GARY A.	UNKNOWN10		1	Friday, October 30, 1998
SMITH, MARK A.	unknown		1	Thursday, June 01, 2000
LING, TIMOTHY H.	unknown			Thursday, June 01, 2000

Preferred

Price/Par Value: 100
CUSIP:
SYMBOL:
Date Authorized:
Authorized: 15,000
Outstanding: 10,500
Issued: 10,500

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
QIT Fer et Titane Inc.	UNKNOWN	48.57	5,100	Friday, June 26, 1987
Molycorp, Inc.	P028	46.67	4,900	Wednesday, February 26, 1975
Montrose Securities, Ltd.	unknown2	4.76	500	Wednesday, November 01, 2000

Santa Margarita Tankers, Inc.

Status: Active
Incorporation: California

Primary Address

Santa Margarita Tankers, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

Sao Jose Industria Comercio e Participacoes Ltda.

Status: Active
Incorporation: Brazil

Primary Address

Sao Jose Industria Comercio
R. Russell, 270 - 2o. andar
Rio de Janeiro, Rio de Janeiro Brazil

Registered Address

Sao Jose Industria Comercio
Presidente Juscelino Kubitschek
1703, 4o andar
Sao Paulo, Sao Paulo Brazil

Seacrest Drilling Company

Status: Active
Incorporation: California

Primary Address

None given

Registered Address

Seacrest Drilling Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS

Common

Price/Par Value:
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 1,000
Outstanding: 1,000
Issued: 1,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
------------------	-----------------	------------	---------------	----------------------------

Union Oil Company of California	1	100	1,000	Wednesday, February 25, 1981
---------------------------------	---	-----	-------	------------------------------

EP Management Corp.

Status: Active
Incorporation: Delaware

Primary Address

SEP Management Corp.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

SEP Management Corp.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS**Common**

Price/Par Value:	No Par Value	Date Authorized:	Friday, July 16, 1999
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, July 16, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Spirit Energy Partners, L.P.	Delaware	50%	

Societe Du Littoral Conglais

Status: Active
Incorporation: Congo, Democratic Republic of

Primary Address**Registered Address**

Societe Du Littoral Conglais
P O Box 12940
316 Avenue Lieutenant Lukusa
Kinshasa Congo

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
ODS, Ltd.	.	79.95	7,995	Wednesday, March 01, 2000
Government of Democratic Republic of	20	2,000	Wednesday, January 02, 1991

Congo				
BRIFFETT, JOHN A.	..	.01	1	
CECIL, JOE D.	...	.01	1	
WILBOURN, DOUG E.	.....	.01	1	
NORBY, PHIL	....	.01	1	Thursday, March 30, 2000
FAWTHROP, ANDREW L.	.....	.01	1	Thursday, March 30, 2000

South Mesa Water Company

Status: Active
Incorporation: California

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value: 100.00
CUSIP:
SYMBOL:

Date Authorized: Thursday, February 03, 1966
Authorized: 241,700
Outstanding:
Issued:
in Treasury:

Current Owner(s) Certificate No.
Union Oil Company of A8807
California

%Ownership No. of Shares
.5

Date Issued or Transferred
Thursday, February 03, 1966

Southcap Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Southcap Pipe Line Company
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Southcap Pipe Line Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801

STOCKS

COMMON

Price/Par Value

Date Authorized:
Authorized: 1,500

CLASS A

Price/Par Value: 5000
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 1,000
Outstanding: 418.17
Issued: 418.17
in Treasury:

Current Owner(s) Certificate No.
Midwest Pipeline Company 4

%Ownership No. of Shares
50 209.08

Date Issued or Transferred
Saturday, December 31, 1988

Marathon Ashland Pipe Line LLC	7	29.97	125.31	Wednesday, September 30, 1998
Equilon Pipe Line Company LLC	6	20.03	83.77	Wednesday, September 30, 1998

CLASS B

Price/Par Value:	5000	Date Authorized:	
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	161.83
		Issued:	161.83
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	2	100	161.83	Saturday, December 31, 1988

Spirit Energy 76 Development, L.P.

Status: Active
Formation: Delaware

Primary Address

Spirit Energy Development, L.P.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy 76 Development, L.P.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS**Limited Partner Interest**

CUSIP:	Date Authorized:	Tuesday, February 23, 1999
SYMBOL:	Authorized:	1
	Units Currently	1
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
CONCORD INVESTORS, LLC	001	100	1	Sunday, April 25, 1999

PARTNER'S CAPITAL CONTRIBUTIONS

CUSIP:	Date Authorized:	Tuesday, February 23, 1999
SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Spirit Energy Management, L.L.C.	***	9900	99	Tuesday, February 23, 1999
Union Oil Company of California	2			Monday, February 08, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Spirit Energy 76 Investment, L.L.C.	Delaware	100%	100

Spirit Energy 76 Inc.

Status: Active Tuesday, January 07, 1997
Incorporation: Delaware

Primary Address

Spirit Energy 76, Inc.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy 76 Inc.
c/o CT Corporation System
1209 Orange Street
Wilimington, DE 19801

STOCKS

Common

Price/Par Value: .01
CUSIP:
SYMBOL:

Date Authorized: Tuesday, January 07, 1997
Authorized: 1,000
Outstanding:
Issued:
in Treasury:

Current Owner(s)
Union Oil Company of
California

Certificate No.
1

%Ownership

No. of Shares
1,000

Date Issued
or Transferred
Tuesday, January 21,
1997

Spirit Energy 76 Investment, L.L.C.

Status: Active
Formation: Delaware

Primary Address

Spirit Energy 76 Investment, L.L.C.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy 76 Investment, L.L.C.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP:
SYMBOL:

Date Authorized: Tuesday, February 23, 1999
Authorized: 100
Units Currently
Held: 100

Current Owner(s)
Spirit Energy 76
Development, L.P.

Certificate No.
1

%Ownership
100

No. of Units
100

Date Issued
or Transferred
Tuesday,
February 23,
1999

Spirit Energy Management, L.L.C.

Status: Active
Formation: Delaware

Primary Address

Spirit Energy Management, L.L.C.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Spirit Energy Management, L.L.C.
c/o The Corporation Trust Company
Corporation Trust Center
1201 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP:	Date Authorized:	Tuesday, February 23, 1999
SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Union Oil Company of California	1	100	100	Tuesday, February 23, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Spirit Energy 76 Development, L.P.	Delaware	55%	99

Spirit Energy Partners, L.P.

Status: Active
Incorporation: Delaware

Primary Address

Spirit Energy Partners, L.P., a Delaware limited partnership
c/o SEP Management Corp., a Delaware corporation
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

None given

PARTNERSHIP/LLC INTERESTS

Partnership Units

CUSIP:	Date Authorized:	Wednesday, August 04, 1999
SYMBOL:	Authorized:	1,000
	Units Currently	1,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
SEP Management Corp.	Unknown 1	50	500	Wednesday, August 04, 1999
Northwestern Mutual Life Insurance Company	Unknown 2	50	500	Wednesday, August 04, 1999

St. Joe International Resources Ltd.

Status: Active
Incorporation: Bahamas

Primary Address

St. Joe International Resources Ltd.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

St. Joe International Resources Ltd.
P O Box N-7788
West Bay Street
New Providence, Nassau Bahamas

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	5,000
SYMBOL:		Outstanding:	5,000
		Issued:	5,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Molycorp, Inc.	6	100	5,000	Wednesday, October 25, 1989

Stanpac Development Company LLC

Status: Active
Formation: Delaware

Primary Address

Stanpac Development Company LLC
c/o Standard Pacific of Fullerton, Inc.
15326 Alton Parkway
Irvine, California 92618

Registered Address

None given

PARTNERSHIP/LLC INTERESTS

Membership Units

CUSIP:	Date Authorized:	Friday, April 26, 1996
SYMBOL:	Authorized:	1,000
	Units Currently	1,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Unocal Land & Development Company	1	50	500	Friday, April 26, 1996
Standard Pacific of Fullerton, Inc.	2	50	500	Friday, April 26, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Calpac Remediation Company, LLC	Delaware	33.3333%	

Sumikin Molycorp, Inc.

Status: Active
Incorporation: Japan

Primary Address

Sumikin Molycorp, Inc.
1-1-3 Otemachi
hiyoda-ku, Tokyo 100 Japan

Registered Address

None given

STOCKS

Common

Price/Par Value:

Date Authorized:

Friday, June 29, 1990

CUSIP:

Authorized:

15,000

SYMBOL:

Outstanding:

5,600

Issued:

5,600

in Treasury:

Current Owner(s)

Molycorp, Inc.

Certificate No.

Unknown

%Ownership

33

No. of Shares

1,848

Date Issued
or Transferred

Tier One Energy Corp.

Status:

Active

Incorporation:

Alberta

Primary Address

None given

Registered Address

None given

Tom Brown, Inc.

Status:

Active

Incorporation:

Delaware

Primary Address

Tom Brown, Inc.
508 West Wall
Suite 500
Midland, TX 79702

Registered Address

None given

STOCKS

Common

Price/Par Value:

.10

Date Authorized:

Friday, June 18, 1999

CUSIP:

Authorized:

55,000,000

SYMBOL:

TMBR

Outstanding:

35,555,617

Issued:

35,555,617

in Treasury:

Current Owner(s)

Chicago Carbon
Company

Certificate No.

NY 32302

%Ownership

16.31

No. of Shares

5,800,000

Date Issued
or Transferred
Thursday, September
30, 1999

Trade-Ranger, Inc.

Status:

Active

Incorporation:

Delaware

Primary Address

Trade-Ranger, Inc.
5847 San Felipe, 17th Floor
Houston, Texas 77057

Registered Address

None given

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, August 07, 2000
CUSIP:		Authorized:	100
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	7.14	7.14	Monday, August 07, 2000
Total Fina Elf	2	7.14	7.14	Monday, August 07, 2000
Shell Oil Company	3	7.14	7.14	Monday, August 07, 2000
Equilon Enterprises	4	7.14	7.14	Monday, August 07, 2000
Phillips Petroleum	5	7.14	7.14	Monday, August 07, 2000
Dow Chemical Company, The	6	7.14	7.14	Monday, August 07, 2000
BP Amoco	7	7.14	7.14	Monday, August 07, 2000
Conoco	8	7.14	7.14	Monday, August 07, 2000
Mitsubishi Corporation	9	7.14	7.14	Monday, August 07, 2000
Repsol YPF	10	7.14	7.14	Monday, August 07, 2000
Tosco Corporation	11	7.14	7.14	Monday, August 07, 2000
Royal Dutch/Shell	12	7.14	7.14	Monday, August 07, 2000
Statoil	13	7.14	7.14	Monday, August 07, 2000
Occidental Petroleum	14	7.14	7.14	Monday, August 07, 2000

TUT, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

Union Geothermal Guatemala, Limited

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Union Geothermal Guatemala, Limited
141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Union Geothermal Guatemala, Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value: \$1.00 US
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 12,000
Outstanding:
Issued: 12,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	29		11,996	Thursday, October 21, 1993
Unocal International Corporation	30		4	Friday, November 10, 1995

Union Oil Company of California

Status: Active
Incorporation: California

Primary Address

Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value: 2.083
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 260,000,000
Outstanding: 1,000
Issued: 1,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Corporation	1	100	1,000	Tuesday, April 26, 1983

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
American Mineral Spirits Company	Delaware	100%	100
Avila Properties, LLC	California	75%	
Campo Limpo Comercio e Participacao Ltda.	Brazil	.01%	
Casmite Corporation, The	Nevada	100%	10
Cert Environmental Corp.	Delaware	100%	1,000
Collier Carbon and Chemical Corporation*	California	100%	100
Colonial Pipeline Company	Delaware	20.75%	7,470
Cook Inlet Pipe Line Company	Delaware	30%	12,000
Custodians Undertaking Remedial Efforts, Inc. (New Cure, Inc.)	Delaware	23%	2,320
ECO-SCRAP, Inc.	California	100%	10,000

Zhangjiagang Oriental Unocal Energy Company Limited

Jupiter Energy Corporation	Illinois	100%	1,000
Lemont Carbon, Inc.	Delaware	100%	1,000
Margone, L.L.C.	Louisiana	50%	125,000
Matador Petroleum Corporation	Texas	41.19%	1,467,000
Midwest 76, Inc.	Delaware	100%	100,000
Midwest Natural Gas Pipeline Co.	Delaware	100%	1,000
Midwest Pipeline Company, LLC	Delaware	100%	1,000
Minera Unocal Chile Limitada	Chile	1%	
Minerals Exploration Company	California	100%	55,000
Molycorp, Inc.	Delaware	100%	10
NEC Acquisition Co.	California	20%	400
Psea International Corporation	California	100%	1,000
Pure Fuel Oil Company, The	Delaware	100%	1,000
Pure Oil Corporation, The	Nevada	100%	100
Pure Resources, Inc.	Delaware	65.38%	32,709,067
Pure Transportation Corporation	Nevada	100%	1,000
PureGro Company	California	100%	12,000
Puritan Assurance Limited	Bermuda	99.9%	119,994
Santa Margarita Tankers, Inc.	California		
Seacrest Drilling Company	California	100%	1,000
SEP Management Corp.	Delaware	100%	1,000
Spirit Energy 76 Inc.	Delaware	100%	1,000
Spirit Energy Management, L.L.C.	Delaware	100%	100
Sunny Slope Water Company			1
Trade-Ranger, Inc.	Delaware	7.14%	
ULB, Ltd.	Bermuda	95%	11,400
Union Oil Company of Iran		100%	
Union Oil Credit Corporation	California	100%	1,500,000
Union Oil Development Corporation	California	100%	20,000
Unocal Capital, Inc.	Delaware	100%	1,000
Unocal Colombia, Limited	Bermuda	100%	12,000
Unocal Corporation (Wyoming)	Wyoming	100%	1,000
Unocal Energy Trading Inc.	Delaware	100%	1,000
Unocal Engineering & Construction International, Inc.	Delaware	100%	1,000
Unocal Enterprise, L.L.C.	Delaware	100%	100
Unocal Export Sales Inc.	Guam	100%	5,000
Unocal Foreign Investments Inc.	Delaware	100%	1,000
Unocal Foundation	California	100%	
Unocal Geotermica Nicaragua, S.A.	Nicaragua	98%	49,998
Unocal Geothermal of Indonesia, Ltd.	Bermuda	100%	12,000
Unocal International Corporation	Nevada	100%	5,500
Unocal International Energy Ventures, Ltd.	Bermuda	100%	12,000
Unocal International Ventures, Ltd.	Bermuda	100%	12,000
Unocal Land & Development Company	California	100%	100
Unocal Latin America Ventures, Ltd.	Bermuda	100%	12,000
Unocal Limited	California	100%	50
Unocal Natural Gas Pipeline Co.	Delaware	100%	1,000
Unocal Pipeline Company	California	100%	250
Unocal Suez, Ltd.	Bermuda	100%	12,000
Unocal Supply Company	Delaware	100%	1,000
Unocal Telecommunications, Inc.	California	100%	10
Unocal Texas Gas Pipeline Company	Delaware	100%	1,000
Unocal Texas Gas Services I, Inc.	Delaware	100%	1,000
Unocal Texas Gas Services II, Inc.	Delaware	100%	1,000
USSG, Ltd.	Bermuda	95%	11,400
Van Salt Water Disposal Company	Texas	83.76%	2,094.05
West Coast Shipping Company	California	100%	1
West Texas Gulf Pipe Line Company	California	1.7512%	718
Yellowstone Pipe Line Company	Delaware	14%	5,740

Union Oil Credit Corporation

Status: Active
Incorporation: California

Primary Address

Union Oil Credit Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	10	Date Authorized:	
CUSIP:		Authorized:	2,000,000
SYMBOL:		Outstanding:	1,500,000
		Issued:	1,500,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,500,000	Tuesday, December 02, 1969

Union Oil Development Corporation

Status: Active
Incorporation: California

Primary Address

c/o A.A.&H. Services Limited
Level 17, The Chifley Square
2 Chifley Square
Sidney, NSW 2000 Australia

Registered Address

Union Oil Development Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS

Common

Price/Par Value:	10	Date Authorized:	
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	99.5	19,900	Tuesday, March 22, 1960
Union Oil Company of California	1	.5	100	Monday, July 31, 1950

Unionoil Australia Mining Pty Ltd

Status: Active

Incorporation: Australia

Primary Address

Unionoil Australia Mining Pty
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

Unionoil Australia Mining Pty
Level 46 MLC Center
19-29 Martin Place
Sydney NSW, Australia 2001

Unionoil Exploracao De Petroleo Ltda.

Status: Pending Dissolution
Incorporation: Brazil

Primary Address

Unionoil Exploracao De Petroleo
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

Unionoil Exploracao De Petroleo
17th Floor
Praia Do Flamengo 200
Rio De Janeiro, Brazil

Unionoil Offshore Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unionoil Offshore Exploration
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unionoil Offshore Exploration
Cedar House
41 Cedar Avenue
Hamilton HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	23	99.97	11,996	Thursday, October 21, 1993
Unocal International Corporation	24	.03	4	Friday, November 10, 1995

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unionoil Exploracao De Petroleo Ltda.	Brazil	100%	

Inocal Aliaga, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Aliaga, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Aliaga, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, October 13, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Tuesday, January 07, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, October 13, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Tuesday, January 07, 1997

Unocal Ambalat, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Ambalat, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Ambalat, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, September 07, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Thursday, October 14, 1999

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, October 14, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Thursday, October 14, 1999

Unocal Americas II, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Americas II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Americas II, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, November 20, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Thursday, November 20, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Friday, July 31, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, July 31, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Potiguar Ltd.	Cayman Islands	100%	1,000
Unocal do Brasil Ltda.	Brazil	90%	270,000

Unocal Americas III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Americas III, Ltd.
41 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Americas III, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Tuesday, June 30, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Tuesday, June 30, 1998

Unocal Americas IV, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Americas IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Americas IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Monday, June 08, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Monday, June 08, 1998

Preferred Stock

Price/Par Value:	1	Date Authorized:	Monday, June 08, 1998
CUSIP:		Authorized:	600

SYMBOL:	Outstanding:	600		
	Issued:	600		
	# in Treasury:			
Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Monday, June 08, 1998

Unocal Andaman, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Andaman, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Andaman, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	95	11,400	Wednesday, March 19, 1997
Unocal International Corporation	Book 2	5	600	Friday, December 29, 2000

Unocal Anton Marin, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Anton Marin, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Anton Marin, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International	11	99.98	19,996	Thursday, October 21,

Corporation				1993
Unocal International Corporation	12	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value	1	Date Authorized:	Thursday, March 16, 1995
		Authorized:	20,000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	61.9	650	Tuesday, January 26, 1999
Unocal Foreign Investments Inc.	1	38.1	400	Friday, January 15, 1993

Unocal Argentina, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Argentina, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Argentina, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	Monday, December 09, 1991
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	13	99.95	19,991	Thursday, March 23, 1989
Unocal International Corporation	14	.02	4	Friday, November 10, 1995
Unocal International Corporation	Book 14	.01	3	Thursday, October 21, 1993
Unocal International Corporation	Book 5	.01	1	Friday, November 24, 1989
Unocal International Corporation	Book 13	.01	1	Tuesday, July 27, 1993

Preferred

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Unocal Asia-Pacific Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Asia-Pacific Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Asia-Pacific Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, June 12, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 9	100	12,000	Tuesday, August 11, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Independent Power Thailand	Thailand	24%	
Myanmar Fertilizer and Power Development Co. Ltd.	Bermuda	33.33%	1,836,014

Unocal Astrid Marin Gabon, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Astrid Marin Gabon, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Astrid Marin Gabon, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Tuesday, February 10, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Date Issued

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Book	%Ownership 100	No. of Shares 600	or Transferred Tuesday, February 10, 1998
---	--------------------------------	--------------------------	-----------------------------	--

Unocal Azeri, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Azeri, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Azeri, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, February 15, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. Unknown	%Ownership 100	No. of Shares 20,000	Date Issued or Transferred Wednesday, February 15, 1995
--	-----------------------------------	--------------------------	--------------------------------	--

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, February 15, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	750
		Issued:	750
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. 6	%Ownership 100	No. of Shares 750	Date Issued or Transferred Wednesday, February 15, 1995
---	-----------------------------	--------------------------	-----------------------------	--

Unocal Bang Pakong, Ltd.

Status: Active Friday, May 23, 1997
Incorporation: Bermuda

Primary Address

Unocal Bang Pakong, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal Bang Pakong, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, May 23, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Friday, May 23, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Friday, May 23, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, May 23, 1997

Unocal Bangladesh Block Five, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh Block Five, Ltd.
2141 Rosecrans Avenue
Suite 4000
71 Segundo, CA 90245 USA

Registered Address

Unocal Bangladesh Block Five, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, November 18, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, November 18, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, November 18, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Wednesday, November 18, 1998

Unocal Bangladesh Block Seven, Ltd.

Status: Active Tuesday, February 10, 1998
Incorporation: Bermuda

Primary Address

Unocal E & S Asia II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal E & S Asia II, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Tuesday, February 10, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Tuesday, February 10, 1998

Unocal Bangladesh Block Ten, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh Block Ten, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bangladesh Block Ten, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, November 24, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 2	100	11,400	Tuesday, November 24, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, November 24, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Tuesday, November 24, 1998

Unocal Bangladesh Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh Exploration, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bangladesh Exploration, Ltd.
Cedar House
41 Cedar Avenue
Hamilton HM12, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Friday, October 06, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	700	Wednesday, September 24, 1997

Unocal Bangladesh, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Bangladesh, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Bangladesh, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, April 08, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Occidental of Bangladesh, Ltd.	Book	100	20,000	Friday, March 31, 2000

Unocal Bharat Limited

Status: Active Friday, July 19, 1996
Incorporation: Mauritius

Primary Address

Unocal Bharat Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Bharat Limited
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS**Common**

Price/Par Value:	100	Date Authorized:	Friday, January 14, 2000
CUSIP:		Authorized:	600,000
SYMBOL:		Outstanding:	500,000
		Issued:	500,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	80	400,000	Tuesday, December 21, 1999
Unocal International Corporation	1	20	99,998	Wednesday, June 17, 1998
Unocal International Corporation			2	Friday, September 13, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Hindustan Oil Exploration Company Limited (HOEC)	Indian	26%	15,300,000
Paharpur Fertilizers and Chemicals Ltd.		45%	
Unocal Bharat Services (Private) Ltd.	Indian	99.999%	7,296,639
Unocal Maurya II, Ltd.	Mauritius	100%	2
Unocal Maurya III, Ltd.	Mauritius	100%	2
Unocal Maurya IV, Ltd.	Mauritius	100%	2
Unocal Maurya V, Ltd.	Mauritius	100%	2
Unocal Maurya VI, Ltd.	Mauritius	100%	2
Unocal Maurya VII, Ltd.	Mauritius	100%	2

Unocal Bharat Services (Private) Ltd.

Status: Active
Incorporation: Indian

Primary Address

Unocal Bharat Services (Private) Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bharat Services (Private) Limited
S-3 International Trade Tower
Nehru Place, New Delhi 110 019 India

STOCKS

Equity Shares

Price/Par Value: 10.00
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 10,000,000
Outstanding: 7,296,640
Issued: 7,296,640
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	1	100	7,296,639	Tuesday, November 30, 1999
Unocal Global Ventures, Ltd.	2		1	Tuesday, November 30, 1999

Unocal Bolivia, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Bolivia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Bolivia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized: Tuesday, July 18, 1995
Authorized: 20,000
Outstanding: 12,000
Issued: 12,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.97	11,996	Tuesday, July 18, 1995
Unocal International Corporation	6	.03	4	Friday, November 10, 1995

Preferred

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized: Tuesday, July 18, 1995
Authorized: 3,000
Outstanding:
Issued:
in Treasury:

Unocal Borneo Utara, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Borneo Utara, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Borneo Utara, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, May 05, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Monday, May 05, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Monday, May 05, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Monday, May 05, 1997

Unocal Brazil III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Brazil III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Brazil III, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	07/08/1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, July 08, 1998

Preferred

Price/Par Value:	1	Date Authorized:	07/08/1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	5.26	600	Wednesday, July 08, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Espirito Santo Ltda.	Brazil	99.99%	39,999,999

Unocal Brazil IV, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Brazil IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Brazil IV, Ltd.
Cedar House
41 Cedar Street
Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Friday, October 02, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, October 02, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Campos Ltda.	Brazil	99.99%	9,999

Unocal BTC Pipeline, Ltd.

Status: Active
 corporation: Bermuda

Primary Address

Unocal BTC Pipeline, Ltd.
 2141 Rosecrans Avenue
 El Segundo, CA 90245 USA

Registered Address

Unocal BTC Pipeline, Ltd.
 Cedar House
 41 Cedar Avenue
 Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, September 27, 1900
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, September 27, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, September 27, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Wednesday, September 27, 2000

Unocal Bukit, Ltd.

Status: Active
 Incorporation: Bermuda

Primary Address

Unocal Bukit, Ltd.
 2141 Rosecrans Avenue
 Suite 4000
 El Segundo, CA 90245 USA

Registered Address

Unocal Bukit, Ltd.
 Cedar House
 41 Cedar Avenue
 Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, September 14, 1992
CUSIP:		Authorized:	19,000
SYMBOL:		Outstanding:	19,000
		Issued:	19,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
------------------	-----------------	------------	---------------	----------------------------

Unocal International Corporation	1	99.96	18,992	Monday, September 14, 1992
Unocal International Corporation	6	.02	4	Friday, November 10, 1995
Unocal International Corporation	Book 8	.02	3	Thursday, October 21, 1993
Unocal International Corporation	Book 7	.01	1	Tuesday, July 27, 1993

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, October 14, 1999
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	1,000	Thursday, October 14, 1999

Unocal Cambodia, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Cambodia, Ltd.
141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Cambodia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, January 27, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Ventures, Ltd.	1	99.92	11,991	Monday, September 18, 1995
Unocal International Ventures, Ltd.	11	.07	9	Friday, November 10, 1995

Unocal CAME III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Came III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal CAME IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Friday, October 02, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 02, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Friday, October 02, 1998

Unocal CAME IV, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal CAME IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal CAME IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, October 29, 1998

Preferred

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign	Book	100	600	Thursday, October 29, 1998

Investments Inc.

1998

Unocal Campos Ltda.

Status: Active
Formation: Brazil

Primary Address

None given

Registered Address

Unocal Campos Ltda.
c/o CBBM
Avenida Presidente Wilson
165, 24th Floor, Room 2402
Part, Rio de Janeiro Brazil

PARTNERSHIP/LLC INTERESTS**Membership Units**

CUSIP:
SYMBOL:

Date Authorized:
Authorized: 10,000
Units Currently
Held:

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Unocal Brazil IV, Ltd.	1		9,999	Wednesday, February 03, 1999
MOURA, HELIO EDUARDO DIAS DE	2		1	Friday, February 26, 1999

Unocal Canada Alberta Hub Limited

Status: Active
Incorporation: Alberta

Primary Address

Unocal Canada Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

None given

Unocal Canada International Company

Status: Active
Incorporation: Nova Scotia

Primary Address

Unocal Canada Limited
1100,530 - 8th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

None given

STOCKS**Common**

Price/Par Value: 1
CUSIP:

Date Authorized: Friday, June 16, 1995
Authorized: 1,000,000

SYMBOL: Outstanding: 8,000
 Issued: 8,000
 # in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada Limited	3	60.41	4,833	Friday, June 16, 1995
Unocal Canada Limited	4	39.58	3,166	Friday, June 16, 1995
Unocal Canada Limited	2A	.01	1	Wednesday, May 17, 1995

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Unocal Indonesia Company	Bermuda	46.875%	46.88
Unocal Thailand, Ltd.	Bermuda	2.5896%	650

Unocal Canada Limited

Status: Active
 Incorporation: Alberta

Primary Address

Unocal Canada Limited
 1100,530 - 8th Avenue S.W.
 Calgary, Alberta T2P 2K6 Canada

Registered Address

None given

STOCKS**Class "A" Common Shares**

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	22,500,000
SYMBOL:	Outstanding:	14,650,160
	Issued:	14,650,160
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.16	14,527,289	Tuesday, February 02, 1988
Unocal International Corporation	2	.84	122,871	Wednesday, August 01, 1990

Class "B" Common Shares

Price/Par Value:	1.	Date Authorized:	Friday, June 16, 2000
CUSIP:		Authorized:	
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Class "B" Preferred Shares

Price/Par Value:	1.	Date Authorized:	Friday, June 16, 2000
CUSIP:		Authorized:	
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Class A Preferred Shares

Price/Par Value:	1	Date Authorized:	Wednesday, March 23, 1994
CUSIP:		Authorized:	

SYMBOL: Outstanding:
Issued:
in Treasury:

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Cal Ven Limited	Alberta	100%	100,000
Unocal Canada Alberta Hub Limited	Alberta	100%	3,310,590
Unocal Canada International Company	Nova Scotia	100%	8,000
Unocal Canada Resources		89.499%	
Unocal Hub Services Limited	Alberta	100%	
VU Partnership	Alberta	11%	

Unocal Capital Trust

Status: Active
Incorporation: Delaware

Primary Address
Unocal Capital Trust
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address
None given

Unocal Capital, Inc.

Status: Active
Incorporation: Delaware

Primary Address
Unocal Capital, Inc.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address
Unocal Capital, Inc.
c/o The Corporation Trust Company
30 The Green
Dover, Delaware 19901

STOCKS

Common

Price/Par Value:	Date Authorized:	Monday, January 23, 1995
CUSIP:	Authorized:	1,000
SYMBOL:	Outstanding:	1,000
	Issued:	1,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, January 23, 1995

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
NETWORKOIL, INC.	Delaware	.02%	1,428,571

Unocal Centgas Management, Ltd.

Status: Active

Incorporation: Bermuda

Primary Address

Unocal Centgas Management, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Centgas Management, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 24, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Friday, October 24, 1997

Unocal Central Asia, Ltd.

Status: Active Wednesday, June 12, 1996
Incorporation: Bermuda

Primary Address

Unocal Central Asia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Central Asia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, June 12, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	12,000	Wednesday, June 12, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, June 12, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	700	Friday, January 17, 1997

Unocal China Holdings I, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal China Holdings I, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal China Holdings I, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Class A Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	3	100	1	Tuesday, December 21, 1999

Class B Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	4	100	1	Tuesday, December 21, 1999

Unocal China Holdings II, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal China Holdings II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal China Holdings II, Ltd.
10 Frere Felix De Valois Street
Port Louis Mauritius

STOCKS

Class A Common Stock

Price/Par Value:	\$1.00	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 3	%Ownership 100	No. of Shares 1	Date Issued or Transferred Tuesday, December 21, 1999
---	-----------------------------	--------------------------	---------------------------	---

Class B Common Stock

Price/Par Value:	\$1.00	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. 4	%Ownership 100	No. of Shares 1	Date Issued or Transferred Tuesday, December 21, 1999
--	-----------------------------	--------------------------	---------------------------	---

Unocal China Limited

Status: Active
Incorporation: Bermuda

Primary Address

Unocal China Limited
Rm 6313 Exhibition Centre Hotel
135 Xi Zhi Men Wan Street
Beijing 100044 China

Registered Address

Unocal China Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS Common

Price/Par Value:	1	Date Authorized:	Thursday, September 09, 1993
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 1	%Ownership 99.97	No. of Shares 11,996	Date Issued or Transferred Friday, May 27, 1994
Unocal International Corporation	6	.03	4	Friday, November 10, 1995

Unocal Chirag Finance, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Chirag Finance, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal Chirag Finance, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS Common

Price/Par Value:	1	Date Authorized:	Thursday, November 19, 1998
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Friday, February 13, 1998

Unocal Colombia, Limited

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Colombia, Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Colombia, Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, April 15, 1983
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	22	99.97	11,996	Thursday, October 21, 1993
Union Oil Company of California	23	.03	4	Friday, November 10, 1995

Unocal Congo (DRC), Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Congo (DRC) Ltd.
5th Floor, Tower III, SCB Park Plaza
19 Ratchadaphisek Road
Chatuchak
Bangkok, 10900 Thailand

Registered Address

Unocal Congo (DRC), Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, September 09, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	12,000	Thursday, September 09, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
ODS, Ltd.	Bermuda	100%	12,000

Unocal Corporation

Status: Active
Incorporation: Delaware

Primary Address

Unocal Corporation
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Corporation
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801 U.S.A.

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	
CUSIP:	915289102	Authorized:	750,000,000
SYMBOL:		Outstanding:	242,872,008
		Issued:	253,494,792
		# in Treasury:	10,622,784

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Shareholders	Unknown	99.36	241,323,183	

Preferred Stock

Price/Par Value:	.10	Date Authorized:	
CUSIP:		Authorized:	100,000,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Union Oil Company of California	California	100%	1,000
Unocal Capital Trust	Delaware	100%	
Unocal Receivables Corp.	Delaware	100%	500

Status: Active
Incorporation: Wyoming

Primary Address

Unocal Corporation (Wyoming)
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Corporation (Wyoming)
1720 Carey Avenue
Cheyenne, Wyoming 82001

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Wednesday, May 11, 1983

Unocal do Brasil Ltda.

Status: Active
Formation: Brazil

Primary Address

Unocal do Brasil Ltda.
Avenida Rio Branco, 177 - 3rd Floor
Rio de Janiero, RJ, CEP 20,000, Brazil Brazil

Registered Address

Unocal do Brasil Ltda.
Avenida Rio Branco, 177 - 3rd Floor
Rio de Janiero, RJ, CEP 20,000, Brazil Brazil

STOCKS

Quotas

Price/Par Value:	R\$1.00	Date Authorized:	Wednesday, August 06, 1997
CUSIP:		Authorized:	300,000
SYMBOL:		Outstanding:	300,000
		Issued:	300,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Americas II, Ltd.	Book	90	270,000	Wednesday, August 06, 1997
Unocal Trinidad, Ltd.	Book2	10	30,000	Wednesday, August 06, 1997

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Oleo e Gas Ltda.	Brazil	20%	200

Unocal E & P Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS

Common

Price/Par Value:	BAHT 10	Date Authorized:	Tuesday, December 08, 1998
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	7
		Issued:	7

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
MARCOTTE, BRIAN W. G.	1	14.29	1	Tuesday, December 08, 1998
ALDORF, HENRY E.	2	14.29	1	Tuesday, December 08, 1998
SMITH, NEIL L.	3	14.29	1	Tuesday, December 08, 1998
DE PUY, MARK	4	14.29	1	Tuesday, December 08, 1998
ARTHAYUKTI, WORAPHAT	5	14.29	1	Tuesday, December 08, 1998
TIRADNAKORN, TARA	6	14.29	1	Tuesday, December 08, 1998
CHAIYASUTA, SIRIPORN	7	14.29	1	Tuesday, December 08, 1998

Unocal E&S Asia III, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal E&S Asia III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal E&S Asia III, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value: 1
CUSIP:
SYMBOL:
Date Authorized: Tuesday, May 19, 1998
Authorized: 11,400
Outstanding: 11,400
Issued: 11,400
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Tuesday, May 19, 1998

Preferred

Price/Par Value: 1
CUSIP:
SYMBOL:
Date Authorized: Monday, May 18, 1998
Authorized: 600
Outstanding: 600
Issued: 600
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Tuesday, May 19, 1998

Unocal E&S Asia IV, Ltd.

Status: Active

Incorporation: Bermuda

Primary Address

Unocal E & S Asia IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal E&S Asia IV, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	USD 1	Date Authorized:	Tuesday, January 26, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Tuesday, January 26, 1999

Preferred

Price/Par Value:		Date Authorized:	Tuesday, January 26, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Tuesday, January 26, 1999

Unocal East China Sea, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal East China Sea, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal East China Sea, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, April 08, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.98	19,996	Monday, May 10, 1993
Unocal International	7	.02	4	Wednesday, January

Corporation

17, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, April 08, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Monday, May 10, 1993

Unocal Eastern Hemisphere Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Eastern Hemisphere Explor
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Eastern Hemisphere Explor
Cedar House
41 Cedar Avenue
Hamilton HM 12, HM 12 Bermuda

STOCKS**Class A Common**

Price/Par Value:	\$1,000.00	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	15
SYMBOL:		Outstanding:	15
		Issued:	15
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	11	73.33	11	Friday, August 06, 1993
Unocal International Corporation	6	26.67	4	Wednesday, January 17, 1996

Class B Common

Price/Par Value:	\$1.00	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	50,000
		Issued:	50,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	22.77	11,385	Thursday, June 25, 1998

Preferred Voting Shares

Price/Par Value:	\$1.00	Date Authorized:	Thursday, June 25, 1998
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	600
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Book 1	%Ownership 6	No. of Shares 600	Date Issued or Transferred Thursday, June 25, 1998
---	----------------------------------	------------------------	-----------------------------	---

DIRECT SUBSIDIARIES

North Absheron Operating Company Limited	Incorp/formed in British Virgin Islands	%Ownership 25.5%	Shares 2,550
--	---	----------------------------	------------------------

Unocal Eastern Hemisphere, Ltd.

Status: Active
Incorporation: California

Primary Address

Unocal Eastern Hemisphere, Ltd.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS**Common**

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	500
SYMBOL:	Outstanding:	10
	Issued:	10
	# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. 1	%Ownership 100	No. of Shares 10	Date Issued or Transferred Thursday, November 13, 1980
--	-----------------------------	--------------------------	----------------------------	---

Unocal Ecuador, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Ecuador, Ltd.
Ave. Republica 481 Y, Diego de
Almagro, P.O. Box 17-21-0248
Quito Ecuador

Registered Address

Unocal Ecuador, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s) Unocal International	Certificate No. 20	%Ownership 99.98	No. of Shares 19,996	Date Issued or Transferred Thursday, October 21,
---	------------------------------	----------------------------	--------------------------------	--

Corporation				1993
Unocal International Corporation	21	.02	4	Wednesday, January 17, 1996

Unocal Egypt Limited

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Egypt Limited
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Egypt Limited
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	16	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	17	.02	4	Friday, November 10, 1995

Unocal El Hasekah, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal El Hasekah, Ltd
Mezzeh-Western New Damascus
Farabi - East Shafie Mosque #177
Damascus Syria

Registered Address

Unocal El Hasekah, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**COMMON**

Price/Par Value:	1	Date Authorized:	Monday, February 20, 1989
CUSIP:		Authorized:	11,805
SYMBOL:		Outstanding:	11,805
		Issued:	11,805
		# in Treasury:	
		Date Cancelled:	Tuesday, February 18, 1992

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	99.92	11,796	Tuesday, February 18, 1992
Bermuda, Directors	16	.03	4	Thursday, October 21, 1993
Unocal International	Book 7	.03	4	Friday, November 10, 1995

Corporation				1995
Unocal International Corporation	14	.01	1	Tuesday, July 27, 1993

Preferred Series A

Price/Par Value	1	Date Authorized:	Tuesday, February 18, 1992
		Authorized:	20,000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	2,600	Saturday, February 15, 1992

Unocal Energia (Bolivia) S.A.

Status: Active
Incorporation: Bolivia

Primary Address

Unocal Energia (Bolivia) S.A.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

None given

STOCKS

Common

Price/Par Value:	28	Date Authorized:	Monday, December 28, 1998
CUSIP:		Authorized:	250
SYMBOL:		Outstanding:	250
		Issued:	250
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Geothermal Ventures, Ltd.	3	99.2	248	Monday, December 28, 1998
Unocal Geothermal International, Ltd.	1	.4	1	Monday, December 28, 1998
Unocal International Corporation	2	.4	1	Monday, December 28, 1998

Unocal Energy Trading Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Energy Trading Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Energy Trading, Inc.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Monday, September 01, 1997
------------------	---	------------------	----------------------------

CUSIP:	Authorized:	1,000
SYMBOL:	Outstanding:	1,000
	Issued:	1,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, September 15, 1997

Unocal Engineering & Construction International, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Engineering & Construction Int'l
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Engineering & Construction International, Inc.
19 SCB Park Plaza
Tower 3 Rachadapisek Road
Ladyao, Chatuchak
Bangkok

STOCKS

Common

Price/Par Value:	1.00	Date Authorized:	Monday, December 30, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, April 21, 1997

Unocal Engineering and Construction Pte. Ltd.

Status: Pending Liquidation
Incorporation: Singapore

Primary Address

Unocal Engineering and Construction Pte.
1 Temasek Avenue
#27-01 Millenia Tower
Singapore, Singapore 039192

Registered Address

Unocal Engineering and Construction Pte., Ltd.
1 Temasek Avenue
#27-01 Millenia Tower
Singapore 039192

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, October 13, 1997
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International	1	50	1	Monday, October 13,

Corporation				1997
Unocal International Corporation	2	50	1	Monday, October 13, 1997

Unocal Enterprise, L.L.C.

Status: Active
Formation: Delaware

Primary Address

Unocal Enterprise, L.L.C.
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Unocal Enterprise, L.L.C.
c/o The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

PARTNERSHIP/LLC INTERESTS**Membership Units**

CUSIP:	Date Authorized:	Friday, September 10, 1999
SYMBOL:	Authorized:	1,000
	Units Currently	1,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Union Oil Company of California	1	10	100	Friday, September 10, 1999

Unocal Espirito Santo Ltda.

Status: Active
Formation: Brazil

Primary Address

Unocal Espirito Santo Ltda
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Unocal Espirito Santo Ltda.
Avenida Rio Branco, 177 - 3rd Floor
Rio de Janeiro, RJ, CEP 20,000, Brazil Brazil

PARTNERSHIP/LLC INTERESTS**Quotas**

CUSIP:	Date Authorized:	Wednesday, June 30, 1999
SYMBOL:	Authorized:	40,000,000
	Units Currently	40,000,000
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Unocal Brazil III, Ltd.	1	100	39,999,999	Tuesday, June 30, 1998
DE MOURA, HELIO EDUARDO	2		1	Tuesday, June 30, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Oleo e Gas Ltda.	Brazil	80%	800

Unocal Exploration, Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS**Common**

Price/Par Value:	BAHT 100	Date Authorized:	Thursday, September 11, 1997
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	7
		Issued:	7
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
MARCOTTE, BRIAN W. G.	1	14.29	1	Thursday, September 11, 1997
ARTHAYUKTI, WORAPHAT	2	14.29	1	Thursday, September 11, 1997
WATKINS, DAVID L.	3	14.29	1	Thursday, September 11, 1997
SMITH, NEIL L.	4	14.29	1	Thursday, September 11, 1997
DEPUY, MARK A.	5	14.29	1	Thursday, September 11, 1997
PUTNAM, DALE	6	14.29	1	Thursday, September 11, 1997
CHAIYASUTA, SIRIPORN	7	14.29	1	Thursday, September 11, 1997

Unocal Export Sales Inc.

Status: Active
Incorporation: Guam

Primary Address

Unocal Export Sales Inc.
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Export Sales Inc.
c/o Carlsmith Ball Wichman Case & Ichiki
134 West Soledad Avenue, Suite #401
Agana, Guam 96910

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	5,000
SYMBOL:		Outstanding:	5,000
		Issued:	5,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	5,000	Wednesday, January 02, 1985

Unocal Far East Development, Ltd.

Status: Active
Incorporation: Cayman Islands

Primary Address

Unocal Far East Development, Ltd.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Far East Development, Ltd.
c/o Huntlaw Corporate Services, Ltd.
P.O. Box 1350 G.T.
Huntlaw Building, Fort Street
Grand Cayman, Cayman Islands

STOCKS

Common

Price/Par Value: \$1.00 Cruzero
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 200,000
Outstanding: 200,000
Issued: 200,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	7	100	200,000	Thursday, January 21, 1993

Unocal Foreign Investments Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Foreign Investment Inc.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

STOCKS

COMMON

Price/Par Value: \$1
CUSIP:
SYMBOL:

Date Authorized:
Authorized: 1,000
Outstanding: 1,000
Issued: 1,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, March 02, 1992

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Occidental Exploration of Bangladesh, Ltd.	Bermuda		1,200
JLB, Ltd.	Bermuda	5%	600
Unocal Aliaga, Ltd.	Bermuda	5%	600
Unocal Americas II, Ltd.	Bermuda	5%	600
Unocal Americas III, Ltd.	Bermuda	5%	600

Unocal Americas IV, Ltd.	Bermuda	5%	600
Unocal Anton Marin, Ltd.	Bermuda	5%	1,050
Unocal Astrid Marin Gabon, Ltd.	Bermuda	5%	600
Unocal Azeri, Ltd.	Bermuda	3.6145%	750
Unocal Bang Pakong, Ltd.	Bermuda	5%	600
Unocal Bangladesh Block Five, Ltd.	Bermuda	5%	600
Unocal Bangladesh Block Seven, Ltd.	Bermuda	5%	600
Unocal Bangladesh Block Ten, Ltd.	Bermuda	5%	600
Unocal Bangladesh Exploration, Ltd.	Bermuda	3.3816%	700
Unocal Borneo Utara, Ltd.	Bermuda	5%	600
Unocal Brazil III, Ltd.	Bermuda	5%	600
Unocal Brazil IV, Ltd.	Bermuda	5%	600
Unocal BTC Pipeline, Ltd.	Bermuda	5%	600
Unocal Bukit, Ltd.	Bermuda	5%	1,000
Unocal CAME II, Ltd.	Bermuda	5%	600
Unocal CAME III, Ltd.	Bermuda	5%	600
Unocal CAME IV, Ltd.	Bermuda	5%	600
Unocal Central Asia, Ltd.	Bermuda	5.5118%	700
Unocal China Holdings I, Ltd.	Mauritius	50%	1
Unocal China Holdings II, Ltd.	Mauritius	50%	1
Unocal E&S Asia III, Ltd.	Bermuda	5%	600
Unocal E&S Asia IV, Ltd.	Bermuda	5%	600
Unocal East China Sea, Ltd.	Bermuda	6.9767%	1,500
Unocal Eastern Hemisphere Exploration, Ltd.	Bermuda	5%	600
Unocal El Hasekah, Ltd.	Bermuda	18.0493%	2,600
Unocal Ganai, Ltd.	Bermuda	5.5118%	700
Unocal Geothermal Ventures, Ltd.	Bermuda	5%	600
Unocal Global Ventures, Ltd.	Bermuda	11.11%	1,500
Unocal Indonesia Holdings II, Ltd.	Mauritius	50%	1
Unocal Indonesia Holdings III, Ltd.	Mauritius	50%	1
Unocal International New Ventures, Ltd.	Bermuda	5%	600
Unocal Kai, Ltd.	Bermuda	1.9608%	400
Unocal Kapoposang, Ltd.	Bermuda	5%	600
Unocal Kazakstan, Ltd.	Bermuda	6.9767%	1,500
Unocal Khazar Holdings, Ltd.	Bermuda	34.9593%	10,750
Unocal Krueng Mane, Ltd.	Bermuda	5%	600
Unocal Lompa, Ltd.	Bermuda	5%	600
Unocal Makassar, Ltd.	Bermuda	5.5118%	700
Unocal Myanmar, Ltd.	Bermuda	2.2005%	450
Unocal North Asean Ventures II, Ltd.	Bermuda	5%	600
Unocal North Asean Ventures, Ltd.	Bermuda	5%	600
Unocal Pakistan, Ltd.	Bermuda	5.2133%	1,100
Unocal Patagonia, Ltd.	Bermuda	5%	600
Unocal Permata, Ltd.	Bermuda	5%	600
Unocal Petroleum, Ltd.	Bermuda	6.9767%	1,500
Unocal Rapak, Ltd.	Bermuda	5%	600
Unocal Sangkarang, Ltd.	Bermuda	5%	600
Unocal SE Asia V, Ltd.	Bermuda	5%	600
Unocal SE Asia VI, Ltd.	Bermuda	5%	600
Unocal Senegal, Ltd.	Bermuda	8%	1,800
Unocal Sesulu, Ltd.	Bermuda	5%	600
Unocal Shahbazpur Pipeline, Ltd.	Bermuda	5%	600
Unocal Shahbazpur Power, Ltd.	Bermuda	5%	600
Unocal Shelf Ventures, Ltd.	Mauritius	5%	600
Unocal South Asia Energy, Ltd.	Bermuda	5%	600
Unocal South Con Son, Ltd.	Bermuda	6.9767%	1,500
Unocal Southwest Vietnam Exploration & Production, Ltd.	Bermuda	5%	600
Unocal Syria, Ltd.	Bermuda	14.2808%	3,322
Unocal Tanimbar, Ltd.	Bermuda	1.9608%	400

Unocal Venezuela, Ltd.	Bermuda	6.9767%	1,500
Unocal Vietnam Exploration, Ltd.	Bermuda	5%	600
USSG, Ltd.	Bermuda	5%	600

Unocal Foundation

Status: Active
Incorporation: California

Primary Address

Unocal Foundation
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

None given

Unocal Ganal, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Ganal, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Ganal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Friday, October 06, 1995

Non Voting Preferred

Price/Par Value:	1	Date Authorized:	Friday, October 06, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	700	Wednesday, September 24, 1997

Unocal Geotermica Nicaragua, S.A.

Status: Active
Incorporation: Nicaragua

Primary Address

Unocal Geotermica Nicaragua, S.A.
Plaza Espana, Edificio #17, 2 Piso
Managua Nicaragua

Registered Address

Unocal Geotermica Nicaragua, S.A.
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245 USA

STOCKS

Common

Price/Par Value:	C\$1.00	Date Authorized:	Monday, December 09, 1996
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	50,000
		Issued:	50,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	49,998	Monday, December 09, 1996
MACK, JR., J. ERICK	2		1	Monday, December 09, 1996
PALAZIO, ERNESTO	3		1	Monday, December 09, 1996

Unocal Geothermal International, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal International, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Geothermal International, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, October 25, 1983
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	17	99.94	19,989	Thursday, December 31, 1987
Unocal International Corporation	23	.02	4	Thursday, October 21, 1993
Unocal International Corporation	Book 8	.02	4	Friday, November 10, 1995
Unocal International Corporation	17	.01	1	Wednesday, December 07, 1988
Unocal International Corporation	19	.01	1	Monday, July 03, 1989
Unocal International Corporation	Book 7	.01	1	Thursday, October 01, 1992

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Energia (Bolivia) S.A.	Bolivia	.4%	1

Unocal Geothermal Japan, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal Japan, Ltd.
Toranomom Yoshiara Building-8th Floor
6-13, Nishi-Shimbashi 1-chome
Minato-Ku., Tokyo 105 Japan

Registered Address

Unocal Geothermal Japan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	Monday, September 29, 1980
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	18	99.91	11,989	Thursday, December 31, 1987
Unocal International Corporation	25	.03	4	Thursday, October 21, 1993
Unocal International Corporation	Book 10	.03	4	Friday, November 10, 1995
Unocal International Corporation	20	.01	1	Monday, July 03, 1989
Unocal International Corporation	Book 8	.01	1	Thursday, December 31, 1992
Unocal International Corporation	Book 9	.01	1	Monday, February 01, 1993

Preferred

Price/Par Value:	1	Date Authorized:	Monday, January 27, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Unocal Geothermal of Indonesia, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal of Indonesia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Geothermal of Indonesia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	19	99.91	11,989	Tuesday, November 29, 1988
Union Oil Company of California	27	.03	4	Thursday, October 21, 1993
Union Oil Company of California	Unknown6	.03	4	Friday, November 10, 1995
Union Oil Company of California	24	.01	1	Tuesday, August 18, 1992
Union Oil Company of California	Unknown5	.01	1	Monday, February 01, 1993
Union Oil Company of California	Unknown7	.01	1	Monday, July 03, 1989

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Dayabumi Salak Pratama, Ltd.	Cayman Islands	50%	100

Unocal Geothermal Philippines, Inc.

Status: Active
Incorporation: California

Primary Address

Unocal Geothermal Philippines, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS

Common Stock

Price/Par Value:	1000	Date Authorized:	Wednesday, October 03, 1979
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	500
		Issued:	500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	500	Tuesday, December 22, 1987
Value of Consideration:				
Consideration:				

Unocal Geothermal Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Geothermal Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Geothermal Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	\$1	Date Authorized:	Wednesday, December 17, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Wednesday, December 17, 1997

Preferred

Price/Par Value:	\$1	Date Authorized:	Wednesday, December 17, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Wednesday, December 17, 1997

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Lisulegon, Sociedad Anonima	Costa Rica	100%	10
Unocal Energia (Bolivia) S.A.	Bolivia	99.2%	248

Unocal Global Ventures II, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Global Ventures II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Global Ventures II, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 5	95	11,400	Friday, March 31, 2000
Unocal Global Ventures, Ltd.	Book 4	5	600	Friday, March 31, 2000

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Potiguar I, Ltd.	Mauritius	50%	1

Unocal Global Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Global Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Global Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	12,000	Wednesday, March 19, 1997

Preferred Voting Shares

Price/Par Value:	1	Date Authorized:	Wednesday, November 10, 1999
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	1,500	Monday, October 11, 1999

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Magma Nusantara Limited		50%	
Moattama Gas Transportation Company Limited	Bermuda	28.2625%	282,625
Occidental of Bangladesh, Ltd.	Bermuda	100%	12,000
PT Jasa Daya Unocal		1%	
Unocal Asia-Pacific Ventures, Ltd.	Bermuda	100%	12,000
Unocal Bharat Services (Private) Ltd.	Indian	.001%	1
Unocal Global Ventures II, Ltd.	Bermuda	100%	12,000
Unocal Indonesia Holdings I, Ltd.	Mauritius	100%	2
Unocal Khazar, Ltd.	Bermuda	35%	10,763

Unocal Myanmar Offshore Co., Ltd.	Bermuda	100%	21,500
Unocal Rayong, Ltd.	Bermuda	100%	12,000

Unocal Hub Services Limited

Status: Active
Incorporation: Alberta

Primary Address

Unocal Hub Services Limited
150-6th Avenue S.W.
Calgary, Alberta T2P 2K6 Canada

Registered Address

Unocal Hub Services Limited
c/o Unocal International Corporation
2141 Rosecrans Avenue
Suite 4100
El Segundo, CA 90245

Unocal India, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal India, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal India, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value: 1
CUSIP:
SYMBOL:

Date Authorized: Wednesday, March 19, 1997
Authorized: 12,000
Outstanding: 12,000
Issued: 12,000
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Wednesday, March 19, 1997

Unocal Indonesia Company

Status: Active
Formation: Bermuda

Primary Address

Unocal Indonesia Company
Ratu Plaza Office Tower, 7th Floor
P.O. Box 1264/JKT, Jendral Sudirman,
Senayan, Jakarta 10012 Indonesia

Registered Address

Unocal Indonesia Company
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

PARTNERSHIP/LLC INTERESTS

Partnership Units

CUSIP: Date Authorized: Friday, June 16, 1995

SYMBOL: Authorized: 100
Units Currently Held: 100

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Unocal Indonesia, Ltd.		53.13	53.13	Friday, June 16, 1995
Unocal Canada International Company		46.88	46.88	Friday, June 16, 1995

Unocal Indonesia Holdings I, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Indonesia Holdings I, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90248 U.S.A.

Registered Address

Unocal Indonesia Holdings I, Ltd.
10, Frere Felix de Valois Street
Port Louis, Mauritius Mauritius

STOCKS

Class A Common Shares

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	3	100	1	Friday, March 31, 2000

Class B Common Shares (Preferred Shares)

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	3	100	1	Friday, March 31, 2000

DIRECT SUBSIDIARIES

Incorp/formed in	%Ownership	Shares
PT Jasa Daya Unocal	99%	

Unocal Indonesia Holdings II, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Indonesia Holdings II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90248 U.S.A.

Registered Address

Unocal Indonesia Holdings II, Ltd.
10, Frere Felix de Valois Street
Port Louis, Mauritius Mauritius

STOCKS

Class A Common Shares

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	1	Tuesday, December 21, 1999

Class B Common Shares (Preferred Shares)

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	1
		Issued:	1
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1	Tuesday, December 21, 1999

Unocal Indonesia Holdings III, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Indonesia Holdings III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Indonesia Holdings III, Ltd.
10, Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Class A Common Shares

Price/Par Value	\$1.00	Date Authorized:	Friday, June 19, 1998
		Authorized:	11,400

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	2	100	1	Tuesday, December 21, 1999

Class B Common Shares (Preferred Shares)

Price/Par Value	\$1.00	Date Authorized:	Friday, June 19, 1998
		Authorized:	600

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign	2	100	1	Tuesday, December 21, 1999

Investments Inc.

1999

'Unocal Indonesia Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Indonesia Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Indonesia Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, December 01, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	12,000	Wednesday, December 01, 1999

Unocal Indonesia, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Indonesia, Ltd.
Ratu Plaza Ofc. Twr. - 7th Floor
P O Box 1264/JKT
Jakarta, 10012 Indonesia

Registered Address

Unocal Indonesia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, November 23, 1979
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	17	99.94	11,993	Thursday, February 04, 1988
Unocal International Corporation	23	.03	3	Friday, November 10, 1995
Unocal International Corporation	22	.02	2	Thursday, October 21, 1993
Unocal International Corporation	Book 9	.01	1	Tuesday, August 04, 1992
Unocal International Corporation	Book 11	.01	1	Tuesday, July 27, 1993

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
nocal Indonesia Company	Bermuda	53.125%	53.13

Unocal International Corporation

Status: Active
Incorporation: Nevada

Primary Address

Unocal International Corporation
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal International Corporation
c/o Corporation Trust Co.
One East First Street
Reno, Nevada 89501 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, December 31, 1987
CUSIP:		Authorized:	5,500
SYMBOL:		Outstanding:	5,500
		Issued:	5,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	90.91	5,000	Thursday, December 31, 1987
Union Oil Company of California	1	9.09	500	Thursday, December 31, 1987

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
ANPC, Inc.	Delaware	100%	10,000
Occidental Exploration of Bangladesh, Ltd.	Bermuda		22,800
Peru Oriente Petroleum, Ltd.	Bermuda	100%	20,000
Philippine Geothermal, Inc.	California	10%	10
Union Geothermal Guatemala, Limited	Bermuda	100%	12,000
Unionoil Offshore Exploration, Ltd.	Bermuda	100%	12,000
Unocal Aliaga, Ltd.	Bermuda	95%	11,400
Unocal Ambalat, Ltd.	Bermuda	5%	600
Unocal Americas II, Ltd.	Bermuda	95%	11,400
Unocal Americas III, Ltd.	Bermuda	95%	11,400
Unocal Americas IV, Ltd.	Bermuda	95%	11,400
Unocal Andaman, Ltd.	Bermuda	5%	600
Unocal Anton Marin, Ltd.	Bermuda	95%	20,000
Unocal Argentina, Ltd.		100%	20,000
Unocal Astrid Marin Gabon, Ltd.	Bermuda	95%	11,400
Unocal Azeri, Ltd.	Bermuda	96.3855%	20,000
Unocal Bang Pakong, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Block Five, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Block Seven, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Block Ten, Ltd.	Bermuda	95%	11,400
Unocal Bangladesh Exploration, Ltd.	Bermuda	96.6184%	12,000
Unocal Bharat Limited	Mauritius	100%	500,000
Unocal Bolivia, Ltd.	Bermuda	100%	12,000

Zhangjiagang Oriental Unocal Energy Company Limited

Unocal Borneo Utara, Ltd.	Bermuda	95%	11,400
Unocal Brazil III, Ltd.	Bermuda	95%	11,400
Unocal Brazil IV, Ltd.	Bermuda	95%	11,400
Unocal Britain Limited	British	100%	1,000
Unocal BTC Pipeline, Ltd.	Bermuda	95%	11,400
Unocal Bukat, Ltd.	Bermuda	95%	19,000
Unocal CAME II, Ltd.	Bermuda	95%	11,400
Unocal CAME III, Ltd.	Bermuda	95%	11,400
Unocal CAME IV, Ltd.	Bermuda	95%	11,400
Unocal Canada Limited	Alberta	100%	14,650,160
Unocal Centgas Management, Ltd.	Bermuda	100%	12,000
Unocal Central Asia, Ltd.	Bermuda	94.4882%	12,000
Unocal China Holdings I, Ltd.	Mauritius	50%	1
Unocal China Holdings II, Ltd.	Mauritius	50%	1
Unocal China Limited	Bermuda	100%	12,000
Unocal Chirag Finance, Ltd.	Bermuda	100%	12,000
Unocal Congo (DRC), Ltd.	Bermuda	100%	12,000
Unocal E&S Asia III, Ltd.	Bermuda	95%	11,400
Unocal E&S Asia IV, Ltd.	Bermuda	95%	11,400
Unocal East China Sea, Ltd.	Bermuda	93.0233%	20,000
Unocal Eastern Hemisphere Exploration, Ltd.	Bermuda	.125%	15
Unocal Eastern Hemisphere, Ltd.	California	100%	10
Unocal Ecuador, Ltd.	Bermuda	100%	20,000
Unocal Egypt Limited	Bermuda	100%	20,000
Unocal El Hasekah, Ltd.	Bermuda	81.9507%	11,805
Unocal Energia (Bolivia) S.A.	Bolivia	.4%	1
Unocal Engineering and Construction Pte. Ltd.	Singapore	50%	1
Unocal Far East Development, Ltd.	Cayman Islands	100%	200,000
Unocal Ganai, Ltd.	Bermuda	94.4882%	12,000
Unocal Geothermal International, Ltd.	Bermuda	100%	20,000
Unocal Geothermal Japan, Ltd.	Bermuda	100%	12,000
Unocal Geothermal Philippines, Inc.	California	100%	500
Unocal Geothermal Ventures, Ltd.	Bermuda	95%	11,400
Unocal Global Ventures, Ltd.	Bermuda	88.89%	12,000
Unocal India, Ltd.	Bermuda	100%	12,000
Unocal Indonesia Holdings II, Ltd.	Mauritius	50%	1
Unocal Indonesia Holdings III, Ltd.	Mauritius	50%	1
Unocal Indonesia Ventures, Ltd.	Bermuda	100%	12,000
Unocal Indonesia, Ltd.	Bermuda	100%	12,000
Unocal International Limited	England	100%	100
Unocal International New Ventures, Ltd.	Bermuda	95%	11,400
Unocal International Pipeline Corporation	Delaware	100%	1,000
Unocal International Supply & Trading Co.	California	100%	50
Unocal Japan Limited	Japan	100%	3,600
Unocal Kai, Ltd.	Bermuda	98.0392%	20,000
Unocal Kapoposang, Ltd.	Bermuda	95%	11,400
Unocal Kazakstan, Ltd.	Bermuda	93.0233%	20,000
Unocal Khazar Holdings, Ltd.	Bermuda	65.0407%	20,000
Unocal Krueng Mane, Ltd.	Bermuda	95%	11,400
Unocal Lompa, Ltd.	Bermuda	95%	11,400
Unocal Makassar, Ltd.	Bermuda	94.4882%	12,000
Unocal Mexicana, S. de R.L. de C.V.	Mexico	50%	
Unocal Myanmar, Ltd.	Bermuda	97.7995%	20,000
Unocal Netherlands B. V.	Netherlands	100%	405,510
Unocal New Ventures (Thailand) Ltd.		99.993%	99,993
Unocal North Asean Ventures II, Ltd.	Bermuda	95%	11,400
Unocal North Asean Ventures, Ltd.	Bermuda	95%	11,400
Unocal North Asia, Ltd.	Delaware	99.94%	99,994
Unocal North Sumatra Geothermal, Ltd.	Bermuda	100%	20,000
Unocal Offshore Services, Ltd.	Bermuda	100%	12,000

Unocal Oriental Holdings, Ltd.	Mauritius	100%	2
Unocal Pakistan, Ltd.	Bermuda	94.7867%	20,000
Unocal Patagonia, Ltd.	Bermuda	.125%	15
Unocal Permata, Ltd.	Bermuda	95%	11,400
Unocal Petroleum, Ltd.	Bermuda	93.0233%	20,000
Unocal Rapak, Ltd.	Bermuda	95%	11,400
Unocal Sangkarang, Ltd.	Bermuda	95%	11,400
Unocal SE Asia V, Ltd.	Bermuda	95%	11,400
Unocal SE Asia VI, Ltd.	Bermuda	95%	11,400
Unocal Senegal, Ltd.	Bermuda	92%	20,000
Unocal Sesulu, Ltd.	Bermuda	95%	11,400
Unocal Shahbazzpur Pipeline, Ltd.	Bermuda	95%	11,400
Unocal Shahbazzpur Power, Ltd.	Bermuda	95%	11,400
Unocal Shahbazzpur, Ltd.	Bermuda	5%	600
Unocal Shelf Ventures, Ltd.	Mauritius	95%	11,400
Unocal South Asean, Ltd.	Bermuda	100%	12,000
Unocal South Asia Energy, Ltd.	Bermuda	95%	11,400
Unocal South Con Son, Ltd.	Bermuda	93.0233%	20,000
Unocal Southwest Vietnam Exploration & Production, Ltd.	Bermuda	95%	11,400
Unocal Syria, Ltd.	Bermuda	.0017%	4
Unocal Tanimbar, Ltd.	Bermuda	.0196%	4
Unocal Teweh, Inc.	California	100%	10,000
Unocal Thailand, Ltd.	Bermuda	.0159%	4
Unocal Turkey, Ltd.	Bermuda	100%	20,000
Unocal Turkmenistan, Ltd.	Bermuda	100%	20,000
Unocal Venezuela, Ltd.	Bermuda	.0186%	4
Unocal Vietnam Exploration, Ltd.	Bermuda		15
Unocal Yangtze, Ltd.	Bermuda	100%	12,000
Unocal Yemen, Ltd.	Bermuda	100%	19,402
Unocal Zhejiang, Ltd.	Mauritius	100%	2

Unocal International Energy Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal International Energy Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal International Energy Ventures, Ltd.
c/o A.S. & K. Services, Ltd.
41 Cedar Avenue
Hamilton HM 12, Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, October 04, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)
Union Oil Company of
California

Certificate No.
Book

%Ownership
100

No. of Shares
12,000

Date Issued
or Transferred
Wednesday, October
04, 1995

Unocal International Limited

Status: Active
Incorporation: England

Primary Address

Unocal International Limited
c/o Union International Corporation
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal International Limited
Saxon House, Downside
Sunbury-on-Thames, Middlesex TW16 6RX England

STOCKS

Common

Price/Par Value:	1.70	Date Authorized:	Friday, January 01, 1993
CUSIP:		Authorized:	100
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	3	100	100	Tuesday, December 31, 1996

Unocal International New Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal International New Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal International New Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, November 20, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown 1	100	11,400	Thursday, November 20, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, November 20, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Date Issued

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	or Transferred
Unocal Foreign Investments Inc.	Unknown 2	100	600	Thursday, November 20, 1997

Unocal International Pipeline Corporation

Status: Active
Incorporation: Delaware

Primary Address

Unocal International Pipeline Corporation
One Sugar Creek Place
14141 Southwest Freeway
Sugar Land, TX 77478

Registered Address

Unocal International Pipeline Corp
The Corporation Trust Company
1209 Orange Street
Wilmington, DE 12201

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, November 17, 1994
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	1,000	Friday, January 06, 1995

Unocal International Supply & Trading Co.

Status: Active
Incorporation: California

Primary Address

Unocal Intl. Supply & Trading Co.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

None given

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, December 29, 1983
CUSIP:		Authorized:	50
SYMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	4	100	50	Thursday, December 29, 1983

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Singapore, Incorporated	Nevada	100%	2,000

Unoco (Hong Kong) Limited

Hong Kong

2%

1

Jnocal International Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal International Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal International Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, May 23, 1994
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	99.97	11,996	Monday, May 23, 1994
Union Oil Company of California	6	.03	4	Friday, November 10, 1995

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Cambodia, Ltd.	Bermuda	.075%	9
Unocal Mexicana, S. de R.L. de C.V.	Mexico	50%	
Unocal Vietnam, Ltd.	Bermuda	100%	12,000

Wednesday, February 28, 2001

Unocal Japan Limited

Status: Active
Incorporation: Japan

Primary Address

Unocal Japan Limited
Toranomom Yoshiara Bldg-8th Fl
6-13, Nishi-Shinbashi 1-chome
Minato-Ku, Tokyo 105 Japan

Registered Address

None given

STOCKS**Common**

Price/Par Value:	500	Date Authorized:	Thursday, January 10, 1963
CUSIP:		Authorized:	14,400
SYMBOL:		Outstanding:	3,600
		Issued:	3,600
		# in Treasury:	

Current Owner(s) Unocal International Corporation	Certificate No. Unknown	%Ownership 100	No. of Shares 3,600	Date Issued or Transferred Thursday, January 10, 1963
---	-----------------------------------	--------------------------	-------------------------------	---

Unocal Kai, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Kai, Ltd.
Ratu Plaza Ofc Twr - 7th Floor
P O Box 1264/JKT
Jakarta, 10012 Indonesia

Registered Address

Unocal Kai, Ltd.
Cedar House
41 Cedar House
Hamilton HM12, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, January 24, 1991
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.97	19,993	Thursday, January 24, 1991
Unocal International Corporation	Book 6	.02	4	Friday, November 10, 1995
Unocal International Corporation	11	.01	3	Thursday, October 21, 1993

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, June 12, 1991
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	400
		Issued:	400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	400	Friday, January 15, 1993

Unocal Kapoposang, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Kapoposang, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Kapoposang, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Monday, August 24, 1998

Preferred

Price/Par Value:		Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Monday, August 24, 1998

Unocal Kazakhstan Energy Ltd.

Status:	Active
Formation:	Kazakhstan

Primary Address

Unocal Kazakhstan Energy Ltd.
c/o Baker & McKenzie
155 Abai Avenue
8th Floor
Almaty, Kazakhstan 480009

Registered Address

None given

Unocal Kazakhstan, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Kazakhstan, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Kazakhstan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, May 10, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
------------------	-----------------	------------	---------------	----------------------------

Unocal International Corporation	1	99.98	19,996	Thursday, April 08, 1993
Unocal International Corporation	7	.02	4	Wednesday, January 17, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Monday, May 10, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Thursday, April 08, 1993

DIRECT SUBSIDIARIES

	Incorp/Formatted in	%Ownership	Shares
Unocal Kazakhstan Energy Ltd.	Kazakhstan	100%	

Unocal Khazar Holdings, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Khazar Holdings, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Khazar Holdings, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, December 15, 1997
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	57	11,400	Tuesday, December 16, 1997
Unocal International Corporation	Book 2	43	8,600	Tuesday, December 16, 1997

Preferred Voting Shares

Price/Par Value	1.00	Date Authorized:	
		Authorized:	10,750

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 2	94.42	10,150	Tuesday, December 16, 1997
Unocal Foreign	Book	5.58	600	Tuesday, December 16, 1997

Investments Inc.

1997

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Khazar, Ltd.	Bermuda	66.67%	19,987

Unocal Khazar, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Khazar, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Khazar, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**COMMON**

Price/Par Value:	\$1	Date Authorized:	Monday, September 14, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Khazar Holdings, Ltd.	Book	65	13,000	Thursday, April 02, 1998
Unocal Global Ventures, Ltd.	Book	35	7,000	Thursday, April 02, 1998

PREFERRED Series A

Price/Par Value	1	Date Authorized:	Wednesday, February 10, 1993
		Authorized:	20,000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Khazar Holdings, Ltd.	Book 2	65	6,987	Thursday, April 02, 1998
Unocal Global Ventures, Ltd.	Book 3	35	3,763	Thursday, April 02, 1998

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Azerbaijan Joint Operating Entity (JOE)		10%	
Azerbaijan International Operating Company	Cayman Islands	11.17%	100,489
Georgian Pipeline Company	Cayman Islands	10%	1
Georgian Transportation Company Limited	Cayman Islands	10%	

Unocal Krueng Mane, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Krueng Mane, Ltd.
141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Krueng Mane, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common Shares

Price/Par Value:	1	Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Monday, August 24, 1998

Preferred Shares

Price/Par Value:	1	Date Authorized:	Monday, August 24, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Monday, August 24, 1998

Unocal Land & Development Company

Status: Active
Incorporation: California

Primary Address

Unocal Land & Development Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 13, 1974
CUSIP:		Authorized:	100
SYMBOL:		Outstanding:	100
		Issued:	100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	100	Wednesday, March 13, 1974

DIRECT SUBSIDIARIES

Incorp/formed in	%Ownership	Shares
------------------	------------	--------

Calpac Remediation Company, LLC	Delaware	33.3333%
Moreland/Hapsmith Partnership	California	50%
Stanpac Development Company LLC	Delaware	50%

Unocal Latin America Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Latin America Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Latin America Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, June 12, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Book 1	99.97	11,996	Monday, June 12, 1995
Union Oil Company of California	Book 6	.03	4	Friday, November 10, 1995

Unocal Limited

Status: Active
Incorporation: California

Primary Address

Unocal Limited
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

None given

STOCKS

Common

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	50
SYMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	50	Thursday, February 13, 1969

Unocal Lompa, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Lompa, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Lompa, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 02, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Wednesday, March 19, 1997

Preferred Voting

Price/Par Value:	1	Date Authorized:	Thursday, October 02, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	600	Saturday, February 28, 1998

Unocal Makassar, Ltd.

Status: Active Wednesday, July 10, 1996
Incorporation: Bermuda

Primary Address

Unocal Makassar, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Makassar, Ltd.
Cedar House
41 Cedar House, Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, July 10, 1996
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Date Issued

Current Owner(s) Unocal International Corporation	Certificate No. Unknown	%Ownership 100	No. of Shares 12,000	or Transferred Wednesday, July 10, 1996
---	-----------------------------------	--------------------------	--------------------------------	---

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, July 10, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	700
		Issued:	700
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Unknown	%Ownership 100	No. of Shares 700	Date Issued or Transferred Friday, January 17, 1997
--	-----------------------------------	--------------------------	-----------------------------	---

Unocal Maurya II, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya II, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya II, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	\$1.00	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s) Unocal Bharat Limited	Certificate No. 3	%Ownership 100	No. of Shares 2	Date Issued or Transferred Monday, April 26, 1999
--	-----------------------------	--------------------------	---------------------------	---

Unocal Maurya III, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya III, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya III, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2

Issued: 2
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya IV, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya IV, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90248 U.S.A.

Registered Address

Unocal Maurya IV, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya V, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya V, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya V, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common Stock

Price/Par Value:	1	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya VI, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya VI, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya VI, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS**Common Stock**

Price/Par Value:	1	Date Authorized:	Friday, June 19, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Maurya VII, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Maurya VII, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Maurya VII, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS**Common Stock**

Price/Par Value:	\$1.00	Date Authorized:	Monday, June 22, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Bharat Limited	3	100	2	Monday, April 26, 1999

Unocal Mexicana, S. de R.L. de C.V.

Status: Active Friday, October 27, 1995
Incorporation: Mexico

Primary Address

Unocal Mexicana, S. de R.L. de C.V.
c/o Union Oil Company
2141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Registered Address

None given

Unocal Myanmar Offshore Co., Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Myanmar Offshore Co., Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Myanmar Offshore Co., Ltd
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, December 17, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	Book 6	100	20,000	Wednesday, November 10, 1999

Preferred Voting Shares

Price/Par Value:	1	Date Authorized:	Wednesday, November 10, 1999
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Unocal Myanmar, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Myanmar, Ltd.
24 Manawhari Road
Yangon Myanmar

Registered Address

Unocal Myanmar, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	20	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	21	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	450
		Issued:	450
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	450	Friday, June 26, 1992

Unocal Natural Gas Pipeline Co.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Natural Gas Pipeline Co.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, May 24, 1996
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, May 24, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Van Tex Gas Pipeline Company, LLC	Delaware	50%	

Unocal Netherlands B. V.

Status: Active
Incorporation: Netherlands

Primary Address

Unocal Netherlands B. V.
Velsen-Noord, 1951 NJ
Noorwijkermeerpolder 21, Platformweg Netherlands

Registered Address

Unocal Netherlands B. V.
Appelgaarde 4
2272 Tk Voorburg Netherlands

STOCKS

Common Stock

Price/Par Value:	50	Date Authorized:	Tuesday, May 26, 1987
CUSIP:		Authorized:	500,000
SYMBOL:		Outstanding:	405,510

Issued: 405,510
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	405,510	Thursday, December 24, 1987

DIRECT SUBSIDIARIES

	Incorp/formed in	%Ownership	Shares
Unocal Transportation B. V.	Netherlands	1%	1

Unocal New Ventures (Thailand) Ltd.

Status: Active

Primary Address

Unocal New Ventures Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal New Ventures (Thailand) Ltd.
18 SCB Park Plaza Tower II
Rachadapisek Road, Ladyao, Chatuchak
Bangkok Metropolis, Thailand

STOCKS**Common**

Price/Par Value:	1,000	Date Authorized:	Sunday, March 01, 1998
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	100,000
		Issued:	100,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	8	99.99	99,993	Sunday, March 01, 1998
MARCOTTE, BRIAN W. G.	1		1	Sunday, March 01, 1998
ALDORF, HENRY E.	2		1	Sunday, March 01, 1998
HULSE, DARCEL L.	3		1	Sunday, March 01, 1998
WILLIAMSON, CHARLES R.	4		1	Sunday, March 01, 1998
FISHER, THOMAS E.	5		1	Sunday, March 01, 1998
ARTHAYUKTI, WORAPHAT	6		1	Sunday, March 01, 1998
CHESSUM, DARRELL D.	7		1	Sunday, March 01, 1998

Unocal North Asean Ventures II, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal North Asean Ventures II, Ltd.

Registered Address

Unocal North Asean Ventures II, Ltd.

Zhangjiagang Oriental Unocal Energy Company Limited

2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

COMMON

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Thursday, November 25, 1999

PREFERRED

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	600	Thursday, November 25, 1999

Unocal North Asean Ventures, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal North Asean Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal North Asean Ventures, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, November 25, 1999

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, November 25, 1999
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s) Unocal Foreign Investments Inc.	Certificate No. Book	%Ownership 100	No. of Shares 600	Date Issued or Transferred Thursday, November 25, 1999
---	--------------------------------	--------------------------	-----------------------------	---

Unocal North Asia, Ltd.

Status: Active
Incorporation: Delaware

Primary Address

Unocal North Asia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal North Asia, Ltd.
19 SCB Park Plaza
Tower III, 5th Floor
Rachadapisek Road Khwaeng Ladyao
Khet Chatuchak, Bangkok Metropolis Bangkok

STOCKS

Ordinary Shares

Price/Par Value:	BAHT 100	Date Authorized:	Wednesday, February 25, 1998
CUSIP:		Authorized:	100,000
SYMBOL:		Outstanding:	100,000
		Issued:	100,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.99	99,994	Thursday, February 05, 1998
HOWARD, RANDOLPH L.	2		1	Wednesday, February 25, 1998
WILLIAMSON, CHARLES R.	3		1	Wednesday, February 25, 1998
FISHER, THOMAS E.	4		1	Wednesday, February 25, 1998
MILLER, DOUGLAS M.	5		1	Wednesday, February 25, 1998
CHESSUM, DARRELL D.	6		1	Wednesday, February 25, 1998
ARTHAYUKTI, WORAPHAT	7		1	Wednesday, February 25, 1998

Unocal North Sumatra Geothermal, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal North Sumatra Geothermal, Ltd.
P.O. Box 276, Pasir Ridge
Balikpapan, 76102 East Kalimantan Indonesia

Registered Address

Unocal North Sumatra Geothermal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
------------------	---	------------------	----------------------------

CUSIP:	Authorized:	20,000
SYMBOL:	Outstanding:	20,000
	Issued:	20,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	16	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	17	.02	4	Friday, November 10, 1995

Unocal Offshore Services, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Offshore Services, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Offshore Services, Ltd.
Cedar House
41 Cedar House, Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, August 05, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Monday, August 05, 1996

Unocal Oleo e Gas Ltda.

Status: Active
Incorporation: Brazil

Primary Address

Unocal Oleo e Gas Ltda.
c/o Unocal Espirito Santo Ltda.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

Unocal Ole e Gas Ltda.
Rua Princesa Isabel no. 762, sala 1 - 2. andar - Centro
Natal, Rio Grande do Norte CEP 59025-400 Brazil

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Monday, January 24, 2000
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Espirito Santo Ltda.	2	80	800	Monday, January 24, 2000
Unocal do Brasil Ltda.	1	20	200	Monday, January 24, 2000

Unocal Oriental Holdings, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Oriental Holdings, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Oriental Holdings, Ltd.
10, Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common

Price/Par Value:	100	Date Authorized:	Friday, May 02, 1997
CUSIP:		Authorized:	2
SYMBOL:		Outstanding:	2
		Issued:	2
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	2	Friday, May 02, 1997

Unocal Pacific (Singapore) PTE Ltd.

Status: Active
Incorporation: Singapore

Primary Address

Unocal Pacific (Singapore) PTE Ltd.
24 Raffles Place #26-05
Clifford Center
Singapore 0104

Registered Address

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, December 23, 1993
CUSIP:		Authorized:	2,000,000
SYMBOL:		Outstanding:	500,000
		Issued:	500,000
		# in Treasury:	
		Date Cancelled:	Monday, March 31, 1997
		Shares Cancelled:	500000

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Pacific Limited	3	100	499,998	Thursday, February 03,

Unocal Pacific Limited

4

2

1994

Thursday, February 03,
1994**Unocal Pacific Limited**

Status: Active
Incorporation: Hong Kong

Primary Address

Unocal Pacific Limited
24 Raffles Place #26-05
Clifford Center
Singapore 0104

Registered Address

Unocal Pacific Limited
26/F., Wing on Centre
111 Connaught Road Central
Hong Kong

STOCKS**Common**

Price/Par Value:	10.	Date Authorized:	Thursday, November 25, 1993
CUSIP:		Authorized:	1,000,000
SYMBOL:		Outstanding:	300,000
		Issued:	300,000
		# in Treasury:	

Current Owner(s)
Unocal Singapore,
Incorporated

Certificate No.
3

%Ownership
50

No. of Shares
150,000

Date Issued
or Transferred
Tuesday, February 08,
1994

Inocal Pakistan, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Pakistan, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Pakistan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Friday, May 11, 1984
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)
Unocal International
Corporation
Unocal International
Corporation
Unocal International
Corporation
Unocal International
Corporation

Certificate No.
13
20
19
Book 3

%Ownership
99.96
.02
.01
.01

No. of Shares
19,992
4
2
1

Date Issued
or Transferred
Thursday, March 17,
1988
Friday, October 27,
1995
Thursday, October 21,
1993
Wednesday, December
07, 1988

Unocal International Corporation	17	.01	1	Tuesday, July 27, 1993
----------------------------------	----	-----	---	------------------------

referred Voting Shares

Price/Par Value:	1	Date Authorized:	Monday, January 27, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,100
		Issued:	1,100
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	1,100	Monday, March 31, 1997

Unocal Patagonia, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal Patagonia, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Patagonia, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Class A**

Price/Par Value:	1,000	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	15
SYMBOL:		Outstanding:	15
		Issued:	15
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	73.33	11	Friday, September 03, 1993
Unocal International Corporation	6	26.67	4	Wednesday, January 24, 1996

Class B

Price/Par Value:	1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	50,000
SYMBOL:		Outstanding:	11,385
		Issued:	11,385
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	UNKNOWN	100	11,385	Thursday, June 25, 1998

PREFERRED

Price/Par Value	1	Date Authorized:	Tuesday, August 03, 1993
		Authorized:	10,000

Series A

Price/Par Value:	1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	UNKNOWN	100	600	Thursday, June 25, 1998

Unocal Permata, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Permata, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Permata, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 18, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Wednesday, March 18, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, March 18, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	600	Wednesday, March 18, 1998

Unocal Petroleum, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Petroleum, Ltd.
Central Plaza Office Building
1693 Phaholyothin Rd 12th Floor

Registered Address

Unocal Petroleum, Ltd.
Cedar House
41 Cedar Avenue

Bangkok, Thailand 10900 Thailand

Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, January 17, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	12	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	13	.02	4	Wednesday, January 17, 1996

Preferred

Price/Par Value	1	Date Authorized:	Wednesday, January 17, 1996
		Authorized:	20,000

Series A

Price/Par Value:	1	Date Authorized:	Friday, May 06, 1994
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	1,500	Thursday, March 16, 1995

Unocal Pipeline Company

Status: Active
Incorporation: California

Primary Address

Unocal Pipeline Company
c/o Union Oil Company of California
376 South Valencia Avenue
Brea, CA 92823

Registered Address

None given

STOCKS**Common**

Price/Par Value:	20000	Date Authorized:	Tuesday, January 08, 1974
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	250
		Issued:	250
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	250	Tuesday, January 08, 1974

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Prince William Sound Oil Spill Response Corporation	Alaska	2.0345%	20.35

Unocal Rapak, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

None given

Registered Address

Unocal Rapak, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, March 24, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Monday, March 24, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Monday, March 24, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Monday, March 24, 1997

Unocal Rayong, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Rayong, Ltd.
2141 Rosecrans Avd nue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Rayong, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, November 23, 1999
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Global Ventures, Ltd.	1	100	12,000	Thursday, November 25, 1999

Unocal Receivables Corp.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Receivables Corp.
c/o Union Oil Company of California
2141 Rosecrans Avenue
El Segundo, CA 90245

Registered Address

Unocal Receivables Corp.
c/o CT Corporation System
811 Dallas
Houston, TX 77002

STOCKS

Common

Price/Par Value:	.01	Date Authorized:	Friday, June 18, 1999
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	500
		Issued:	500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	500	Friday, June 18, 1999

Unocal Royal Ltd.

Status: Active

Primary Address

None given

Registered Address

None given

Unocal Sangkarang, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

None given

Registered Address

Unocal Sangkarang, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400

Issued: 11,400
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	unknown2	100	11,400	Thursday, August 20, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, August 20, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Thursday, August 20, 1998

Unocal SE Asia V, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal SE Asia V, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal SE Asia V, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, March 09, 2000
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Thursday, March 09, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, March 09, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	600	Thursday, March 09, 2000

Unocal SE Asia VI, Ltd.

Status: Active

Incorporation: Bermuda

Primary Address

Unocal SE Asia VI, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal SE Asia VI, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common Shares

Price/Par Value:	1	Date Authorized:	Friday, September 01, 2000
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	0	100	11,400	Friday, September 01, 2000

Preferred Shares

Price/Par Value:	1	Date Authorized:	Friday, September 01, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	0	100	600	Friday, September 01, 2000

Unocal Senegal, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Senegal, Ltd.
Immceuble FAYCAL 19
Rue Parachappe Boite Postal 4122
Dakar, Senegal

Registered Address

Unocal Senegal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, November 15, 1990
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.96	19,992	Thursday, November 15, 1990
Unocal International	14	.02	4	Thursday, October 21,

Corporation				1993
Unocal International Corporation	15	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Monday, January 27, 1992
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	1,800
		Issued:	1,800
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	1,800	Tuesday, December 29, 1992

Unocal Sesulu, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Sesulu, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Sesulu, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Wednesday, March 19, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Wednesday, March 19, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Wednesday, March 19, 1997

Unocal Shahbazpur Pipeline, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Shahbazzpur Pipeline, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Shahbazzpur Pipeline, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, January 29, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Thursday, January 29, 1998

Unocal Shahbazzpur Power, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Shahbazzpur Power, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Shahbazzpur Power, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	100	11,400	Thursday, January 29, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, January 29, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600

Issued: 600
in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book	100	600	Thursday, January 29, 1998

Unocal Shahbazzpur, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Shahbazzpur, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Shahbazzpur, Ltd.
Cedar House
41 Cedar Avenue
Hamilton HM 12, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, June 05, 1997
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book	95	11,400	Thursday, June 05, 1997
Unocal International Corporation	Book 2	5	600	Friday, December 29, 2000

Unocal Shelf Ventures, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Shelf Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

Unocal Shelf Ventures, Ltd.
10, Frere Felix de Valois Street
Port Luis Mauritius

STOCKS**Class A Common Stock**

Price/Par Value:	1	Date Authorized:	Monday, June 01, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	11,400	Friday, June 19, 1998

Class B Common Shares

Price/Par Value:	1	Date Authorized:	
USIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	600	Friday, June 19, 1998

Unocal Singapore, Incorporated

Status: Active
Incorporation: Nevada

Primary Address

Unocal Singapore, Incorporated
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

Unocal Singapore, Incorporated
c/o The Corporation Trust Co.
One East First Street
Reno, Nevada 89501 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, April 27, 1989
USIP:		Authorized:	2,000
SYMBOL:		Outstanding:	2,000
		Issued:	2,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Supply & Trading Co.	1	100	2,000	Thursday, April 27, 1989

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal Pacific Limited	Hong Kong	50%	150,000

Unocal South Asean, Ltd.

Status: Active Friday, May 17, 1996
Incorporation: Bermuda

Primary Address

Unocal Indonesia Ventures, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Indonesia Ventures, Ltd.
Cedar House
41 Cedar House, Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, May 17, 1996
------------------	---	------------------	----------------------

CUSIP:	Authorized:	12,000
SYMBOL:	Outstanding:	12,000
	Issued:	12,000
	# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	12,000	Friday, May 17, 1996

Unocal South Asia Energy, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal South Asia Energy, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal South Asia Energy, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common Stock

Price/Par Value	1	Date Authorized:	Friday, November 21, 1997
		Authorized:	11,400

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Friday, November 21, 1997

Preferred

Price/Par Value:	1	Date Authorized:	Friday, November 21, 1997
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Friday, November 21, 1997

Unocal South Con Son, Ltd.

Status:	Active
Incorporation:	Bermuda

Primary Address

Unocal South Con Son, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal South Con Son, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

COMMON

Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.98	19,996	Monday, August 09, 1993
Unocal International Corporation	7	.02	4	Friday, November 10, 1995

PREFERRED

Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	1,500
		Issued:	1,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Monday, August 09, 1993

Unocal South Sumatra Geothermal, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal South Sumatra Geothermal, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal South Sumatra Geothermal, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
USSG, Ltd.	...	50	6,000	Tuesday, December 30, 1997
USSG, Ltd.	..	50	6,000	Tuesday, December 31, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Listrik Lumut Balai	Cayman Islands	50%	600

Unocal Southwest Vietnam Exploration & Production, Ltd.

Status: Active Tuesday, February 10, 1998

Incorporation: Bermuda

Primary Address

Unocal Southwest Vietnam Exploration & Production, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Southwest Vietnam Exploration & Production, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,400	Tuesday, February 10, 1998

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, February 10, 1998
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Tuesday, February 10, 1998

Unocal Suez, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Suez, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Suez, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, July 19, 1978
CUSIP:		Authorized:	12,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	30	99.97	11,996	Thursday, October 21, 1993
Union Oil Company of	31	.03	4	Friday, November 10,

California

1995

Unocal Sulu, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Sulu, Ltd
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Sulu, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Tuesday, March 07, 2000
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Book 1	100	11,400	Tuesday, March 07, 2000

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, March 07, 2000
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Book 1	100	600	Tuesday, March 07, 2000

Unocal Supply Company

Status: Active
Incorporation: Delaware

Primary Address

Unocal Supply Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245

Registered Address

Unocal Supply Company
c/o The Corporation Trust Co.
1209 Orange Street
Wilmington, Delaware 19801

STOCKS**Common**

Price/Par Value:	\$1	Date Authorized:	
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Monday, December 16, 1991

Unocal Syria, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Syria, Ltd.
Mezzeh-Western New Damascus
Ferabi St-East Shafie Mosque 177
Damascus Syria

Registered Address

Unocal Syria, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	7	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	3,322
		Issued:	3,322
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	6	100	3,322	Thursday, March 16, 1995

Unocal Tanimbar, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Tanimbar, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Tanimbar, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	11	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	12	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Friday, January 15, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	400
		Issued:	400
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	1	100	400	Friday, January 15, 1993

Unocal Telecommunications, Inc.

Status:	Active
Incorporation:	California

Primary Address

Unocal Telecommunications, Inc.
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

None given

STOCKS**Common**

Price/Par Value:	10.	Date Authorized:	Wednesday, October 04, 1967
CUSIP:		Authorized:	500
SYMBOL:		Outstanding:	10
		Issued:	10
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	10	Wednesday, December 17, 1980

Unocal Teweh, Inc.

Status:	Active
Incorporation:	California

Primary Address**Registered Address**

Unocal Teweh, Inc.
2141 Rosecrans Avenue
Suite 4000
Segundo, CA 90245

None given

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, September 19, 1984
CUSIP:		Authorized:	10,000
SYMBOL:		Outstanding:	10,000
		Issued:	10,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	100	10,000	Monday, September 19, 1994

Unocal Texas Gas Pipeline Company

Status: Active
Incorporation: Delaware

Primary Address

Unocal Texas Gas Pipeline Company
c/o Union Oil Company of California
14141 Southwest Freeway
Sugar Land, Texas 77478

Registered Address

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 12, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, March 13, 1998

Unocal Texas Gas Services I, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Texas Gas Services I, Inc.
c/o Union Oil Company of California
14141 Southwest Freeway
Sugar Land, Texas 77478

Registered Address

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 12, 1998
CUSIP:		Authorized:	1,000

SYMBOL:	Outstanding:	1,000		
	Issued:	1,000		
	# in Treasury:			
Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, March 13, 1998

Unocal Texas Gas Services II, Inc.

Status: Active
Incorporation: Delaware

Primary Address

Unocal Texas Gas Services II, Inc.
c/o Union Oil Company of California
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 USA

Registered Address

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801 U.S.A.

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, March 12, 1998
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	1	100	1,000	Friday, March 13, 1998

Unocal Thailand, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Thailand, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Thailand, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

COMMON - SERIES A

Price/Par Value:	1	Date Authorized:	Wednesday, September 03, 1986
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	22	99.98	19,996	Thursday, October 21, 1993

Unocal International Corporation	23	.02	4	Friday, November 10, 1995
----------------------------------	----	-----	---	---------------------------

COMMON - SERIES B

Price/Par Value:	1	Date Authorized:	Friday, December 20, 1991
CUSIP:		Authorized:	100,000,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

PREFERRED - SERIES A

Price/Par Value:	94000	Date Authorized:	Friday, December 20, 1991
CUSIP:		Authorized:	5,000
SYMBOL:		Outstanding:	4,450
		Issued:	4,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada International Company	3	100	4,450	Friday, June 16, 1995

PREFERRED - SERIES B

Price/Par Value:	\$100,000 CDN	Date Authorized:	Friday, October 09, 1992
CUSIP:		Authorized:	1,300
SYMBOL:		Outstanding:	650
		Issued:	650
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Canada International Company	3	100	650	Friday, June 16, 1995

Unocal Transportation B. V.

Status:	Active
Incorporation:	Netherlands

Primary Address

Unocal Transportation B.V.
Appelgaarde 4
2272 TK Voorburg, Netherlands Netherlands

Registered Address

None given

STOCKS**Common**

Price/Par Value:	100	Date Authorized:	Friday, August 28, 1981
CUSIP:		Authorized:	250,000
SYMBOL:		Outstanding:	250,000
		Issued:	250,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Netherlands B. V.	1	.2	499	Friday, August 28, 1981
Unocal Netherlands B. V.	3		1	Saturday, August 08, 1981

Unocal Trinidad, Ltd.

atus: Active
incorporation: Bermuda

Primary Address

Unocal Trinidad, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Trinidad, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	17	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	18	.02	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Friday, November 10, 1995
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal do Brasil Ltda.	Brazil	10%	30,000

Unocal Turkey, Ltd.

Status: Pending Liquidation
Incorporation: Bermuda

Primary Address

Unocal Turkey, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Turkey, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	15	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	16	.02	4	Friday, November 10, 1995

Unocal Turkmenistan, Ltd.

Status: Active Tuesday, January 25, 1994
Incorporation: Bermuda

Primary Address

Unocal Turkmenistan, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Turkmenistan, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Thursday, October 21, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	1	99.98	19,996	Thursday, October 21, 1993
Unocal International Corporation	6	.02	4	Wednesday, January 17, 1996

Unocal Venezuela, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Venezuela, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Venezuela, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common**

Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	20,000
		Issued:	20,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International	1	99.98	19,996	Monday, August 09, 1993

Corporation				1993
Unocal International Corporation	7	.02	4	Wednesday, November 01, 1995
Preferred				
Price/Par Value:	1	Date Authorized:	Monday, August 09, 1993	
CUSIP:		Authorized:	20,000	
SYMBOL:		Outstanding:	1,500	
		Issued:	1,500	
		# in Treasury:		
Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	2	100	1,500	Monday, August 09, 1993

Unocal Vietnam Exploration, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Vietnam Exploration, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Vietnam Exploration, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS**Common - Class A**

Price/Par Value:	\$1,000	Date Authorized:	Friday, September 03, 1993
CUSIP:		Authorized:	15
SYMBOL:		Outstanding:	15
		Issued:	15
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	5	73.33	11	Friday, September 03, 1993
Unocal International Corporation	7	26.67	4	Friday, October 27, 1995

Common - Class B

Price/Par Value:	\$1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	57,800
SYMBOL:		Outstanding:	11,385
		Issued:	11,385
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Corporation	Unknown	100	11,385	Thursday, June 25, 1998

Preferred - Series A

Price/Par Value:	1	Date Authorized:	Friday, August 06, 1993
CUSIP:		Authorized:	10,200
SYMBOL:		Outstanding:	600
		Issued:	600

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Thursday, June 25, 1998

Unocal Vietnam, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

Unocal Vietnam, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

Registered Address

Unocal Vietnam, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Thursday, May 26, 1994
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000
		Issued:	12,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Ventures, Ltd.	1	99.97	11,996	Thursday, May 26, 1994
Unocal International Ventures, Ltd.	6	.03	4	Friday, November 10, 1995

Preferred

Price/Par Value:	1	Date Authorized:	Thursday, May 26, 1994
CUSIP:		Authorized:	1,500
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Unocal Yangtze, Ltd.

Status: Active Wednesday, April 03, 1996
Incorporation: Bermuda

Primary Address

Unocal Yangtze, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Yangtze, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Wednesday, April 03, 1996
CUSIP:		Authorized:	20,000
SYMBOL:		Outstanding:	12,000

Issued: 12,000
in Treasury:

Current Owner(s)
Unocal International
Corporation

Certificate No.
Unknown

%Ownership
100

No. of Shares
12,000

Date Issued
or Transferred
Wednesday, April 03,
1996

Preferred

Price/Par Value:
CUSIP:
SYMBOL:

1

Date Authorized:
Authorized:
Outstanding:
Issued:
in Treasury:

Wednesday, April 03, 1996
20,000

DIRECT SUBSIDIARIES

Zhangjiagang Oriental Unocal Energy Company
Limited

Incorp/Formed in
China

%Ownership
30%

Shares

Unocal Zhejiang, Ltd.

Status: Active
Incorporation: Mauritius

Primary Address

Unocal Zhejiang, Ltd.
141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245 USA

Registered Address

Unocal Zhejiang, Ltd.
10 Frere Felix de Valois Street
Port Louis Mauritius

STOCKS

Common

Price/Par Value:
CUSIP:
SYMBOL:

\$100

Date Authorized:
Authorized:
Outstanding:
Issued:
in Treasury:

Friday, June 20, 1997
500,000
2
2

Current Owner(s)
Unocal International
Corporation

Certificate No.
Unknown

%Ownership
100

No. of Shares
2

Date Issued
or Transferred
Friday, June 20, 1997

Unoco (Hong Kong) Limited

Status: Active
Incorporation: Hong Kong

Primary Address

Unoco (Hong Kong) Limited
c/o Abacus (Hong Kong) Limited
Caroline Centre, 10th Flr.28 Yun Ping Rd
Causeway Bay, Hong Kong

Registered Address

None given

STOCKS

Common

Price/Par Value:	100	Date Authorized:	
CUSIP:		Authorized:	500
YMBOL:		Outstanding:	50
		Issued:	50
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal International Supply & Trading Co.	11	96	48	Sunday, March 24, 1991
WILSON, WILLIAM T.	18	2	1	Monday, May 03, 1999
Unocal International Supply & Trading Co.	17	2	1	Monday, May 03, 1999

UnoPaso, Ltda.

Status: Active

Primary Address

None given

Registered Address

None given

STOCKS

Quotas

Price/Par Value:	RS\$1.00	Date Authorized:	Wednesday, February 14, 2001
CUSIP:		Authorized:	1,000
SYMBOL:		Outstanding:	1,000
		Issued:	1,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Potiguar III, S.a.r.l.	Book 1	99.8	998	Wednesday, February 14, 2001
Potiguar II, S.a.r.l.	Book	.1	1	Wednesday, February 14, 2001
MOREIRA, JULIO	Book 2	.1	1	Wednesday, February 14, 2001

USSG, Ltd.

Status: Active
Incorporation: Bermuda

Primary Address

USSG, Ltd.
2141 Rosecrans Avenue
Suite 4000
El Segundo, California 90245 U.S.A.

Registered Address

USSG, Ltd.
Cedar House
41 Cedar Avenue
Hamilton, HM 12 Bermuda

STOCKS

Common

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	11,400
SYMBOL:		Outstanding:	11,400
		Issued:	11,400

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Unknown	100	11,400	Tuesday, December 31, 1996

Preferred

Price/Par Value:	1	Date Authorized:	Tuesday, December 31, 1996
CUSIP:		Authorized:	600
SYMBOL:		Outstanding:	600
		Issued:	600
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Unocal Foreign Investments Inc.	Unknown	100	600	Tuesday, December 31, 1996

DIRECT SUBSIDIARIES

	Incorp/Formed in	%Ownership	Shares
Unocal South Sumatra Geothermal, Ltd.	Bermuda	100%	12,000

Van Salt Water Disposal Company

Status: Active
Incorporation: Texas

Registered Address

Van Salt Water Disposal Company
P. O. Box 607
Van, TX 75790

Primary Address

Van Salt Water Disposal Company
c/o Union Oil Company of California
14141 Southwest Freeway
Sugar Land, TX 77478

STOCKS**Common**

Price/Par Value:	10	Date Authorized:	
CUSIP:		Authorized:	2,500
SYMBOL:		Outstanding:	2,500
		Issued:	2,500
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	Unknown 2	83.76	2,094.05	Wednesday, December 23, 1992
Exxon Company U.S.A.	Unknown 8	7.86	196.5	Saturday, January 13, 1973
Hassie Hunt Exploration Company	Unknown 7	7.26	181.43	Tuesday, May 16, 1995
Griffin Operations Inc.	Unknown 9	.71	17.75	Monday, July 01, 1991
Nortex Corporation	Unknown 10	.38	9.45	Saturday, October 01, 1994
KENT, ROBERT W.	Unknown 4	.03	.82	Wednesday, June 24, 1998

Value of Consideration:
Consideration:

Van Tex Gas Pipeline Company, LLC

Status: Active
Formation: Delaware

Primary Address

None given

Registered Address

None given

VU Partnership

Status: Active
Formation: Alberta

Primary Address

VU Partnership
c/o Veridian, Inc.
13131 Lake Fraser Drive S.E.
Calgary, Alberta Canada

Registered Address

None given

PARTNERSHIP/LLC INTERESTS

Partnership Interest

CUSIP:	Date Authorized:	Monday, December 17, 1984
SYMBOL:	Authorized:	100
	Units Currently	100
	Held:	

Current Owner(s)	Certificate No.	%Ownership	No. of Units	Date Issued or Transferred
Veridian, Inc.	1	89	89	Monday, December 17, 1984
Unocal Canada Limited	2	11	11	Monday, December 17, 1984

West Coast Shipping Company

Status: Active
Incorporation: California

Primary Address

West Coast Shipping Company
c/o Union Oil Company
2141 Rosecrans Avenue
Suite 4000
El Segundo, CA 90245

Registered Address

West Coast Shipping Company
c/o CT Corporation System Inc.
801 West 10th Street
Suite 300
Juneau, Alaska 99801 U.S.A.

STOCKS

Common

Price/Par Value:	Date Authorized:	
CUSIP:	Authorized:	1,000
SYMBOL:	Outstanding:	1
	Issued:	1

in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	2	100	1	Monday, October 24, 1977

West Shore Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

West Shore Pipe Line Company
200 East Randolph Drive
Chicago, IL 60601

Registered Address

West Shore Pipe Line Company
c/o Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801

STOCKS

Common

Price/Par Value:	\$100	Date Authorized:	
CUSIP:		Authorized:	25,000
SYMBOL:		Outstanding:	22,000
		Issued:	22,000
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Midwest Pipeline Company	58	5.5	1,210	Thursday, February 09, 1989

West Texas Gulf Pipe Line Company

Status: Active
Incorporation: California

Primary Address

West Texas Gulf Pipe Line Co
P O Drawer 2100
Houston, TX 77001

Registered Address

None given

STOCKS

Common

Price/Par Value	\$10	Date Authorized:	
		Authorized:	1,000,000

"A"

Price/Par Value:		Date Authorized:	
CUSIP:		Authorized:	
SYMBOL:		Outstanding:	
		Issued:	
		# in Treasury:	

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	59		2,981	Wednesday, April 24, 1985

Union Oil Company of California	35	1,842	Wednesday, September 15, 1965
---------------------------------	----	-------	-------------------------------

"B"

Price/Par Value:	Date Authorized:
CUSIP:	Authorized:
SYMBOL:	Outstanding:
	Issued:
	# in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	60		3,356	Wednesday, April 24, 1985
Union Oil Company of California	36		749	Wednesday, September 15, 1965

"C"

Price/Par Value:	Date Authorized:
CUSIP:	Authorized:
SYMBOL:	Outstanding:
	Issued:
	# in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	61		576	Wednesday, April 24, 1985
Union Oil Company of California	37		142	Wednesday, September 15, 1965

"D"

Price/Par Value:	Date Authorized:
CUSIP:	Authorized:
SYMBOL:	Outstanding:
	Issued:
	# in Treasury:

Current Owner(s)	Certificate No.	%Ownership	No. of Shares	Date Issued or Transferred
Union Oil Company of California	38		972	Wednesday, September 15, 1965
Union Oil Company of California	62		236	Wednesday, April 24, 1985

Whitecap Pipeline Company, L.L.C.

Status:	Active
Formation:	Delaware

Primary Address

None given

Registered Address

The Corporation Trust Company
 Corporation Trust Center
 1209 Orange Street
 Wilmington, DE 19801

Wolverine Pipe Line Company

Status:	Active
---------	--------

Zhangjiagang Oriental Unocal Energy Company Limited

Incorporation: Delaware

Primary Address

Wolverine Pipe Line Company
P O Box 900
Dallas TX 75221-0900

Registered Address

None given

STOCKS

Common

Price/Par Value:

CUSIP:

SYMBOL:

Date Authorized:

Authorized: 23,200

Outstanding: 23,200

Issued: 23,200

in Treasury:

Current Owner(s)
Midwest Pipeline
Company

Certificate No.
49

%Ownership
28

No. of Shares
6,496

Date Issued
or Transferred
Wednesday, February
01, 1989

Yellowstone Pipe Line Company

Status: Active
Incorporation: Delaware

Primary Address

Yellowstone Pipe Line Company
338 Highway 87 E
Billings MT 59101

Registered Address

Yellowstone Pipe Line Company
c/o The Corporation Trust Co
1209 Orange Street
Wilmington DE 19801

STOCKS

Common

Price/Par Value:

100

Date Authorized:

Authorized: 50,000

Outstanding: 41,000

Issued: 41,000

in Treasury:

Current Owner(s)
Union Oil Company of
California
Union Oil Company of
California
Union Oil Company of
California
Union Oil Company of
California

Certificate No.
8
22
18
13

%Ownership
8.54
2.73
1.71
1.02

No. of Shares
3,500
1,120
700
420

Date Issued
or Transferred
Thursday, October 08,
1953
Thursday, June 17,
1954
Wednesday, April 14,
1954
Tuesday, December 15,
1953

Zhangjiagang Oriental Unocal Energy Company Limited

Status: Active
Incorporation: China

Primary Address

Zhangjiagang Oriental Unocal Energy Co.
141 Rosecrans Avenue, Suite 4000
El Segundo, CA 90245

Owners:

Unocal Yangtze, Ltd. – 30%
Zhangjiagang Free Trade Economic Development Company – 5%
China International Trust and Investment Corporation Hong Kong – 65%

MASTER

APPLICATION FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LANDS

FORM APPROVED
OMB NO. 1004-0060
Expires: December 31, 2001

FOR AGENCY USE ONLY

Application Number

Date filed

NOTE: Before completing and filing the application, the applicant should completely review this package and schedule a preapplication meeting with representatives of the agency responsible for processing the application. Each agency may have specific and unique requirements to be met in preparing and processing the application. Many times, with the help of the agency representative, the application can be completed at the preapplication meeting.

1. Name and address of applicant (include zip code)

See Attachment 1.

2. Name, title, and address of authorized agent if different from Item 1 (include zip code)

3. TELEPHONE (area code)

Applicant

See Attachment 1.

Authorized Agent

4. As applicant are you? (check one)

- a. ☐ Individual See Attachment 1.
b. ☐ Corporation*
c. ☐ Partnership/Association*
d. ☐ State Government/State Agency
e. ☐ Local Government
f. ☐ Federal Agency

* If checked, complete supplemental page

5. Specify what application is for: (check one) See response on page 6.

- a. ☐ New authorization
b. ☒ Renewing existing authorization No.
c. ☐ Amend existing authorization No.
d. ☐ Assign existing authorization No.
e. ☐ Existing use for which no authorization has been received*
f. ☐ Other*

* If checked, provide details under Item 7

6. If an individual or partnership are you a citizen(s) of the United States? ☐ Yes ☐ No See response on page 6.

7. Project description (describe in detail): (a) Type of system or facility, (e.g., canal, pipeline, road); (b) related structures and facilities; (c) physical specifications length, width, grading, etc.; (d) term of years needed; (e) time of year of use or operation; (f) Volume or amount of product to be transported; (g) duration and timing of construction; and (h) temporary work areas needed for construction (Attach additional sheets, if additional space is needed.)

- (a) Pipeline System, as defined generally in § 1.1.1.22 of Exhibit D to the January 23, 1974 Agreement and Grant of Right-of-Way for Trans-Alaska Pipeline ("Federal Grant");
(b) See generally Environmental Report for the Trans-Alaska Pipeline System Right-of-Way Renewal in Volume 3 ("Environmental Report") at §§ 2.1.1 and 4.2.1; Duration of Right-of-Way Renewal for the Trans-Alaska Pipeline System in Volume 2 ("Duration Report") at Appendix 4; Federal Line Lists in Volume 2 at Tab 1D-1H;
(c) See generally Environmental Report at §§ 2.1.1 and 4.2.1 and Duration Report at Appendix 4;
(d) Renewal of authorizations for the maximum period allowed by law. See 30 U.S.C. § 185(n) and Duration Report generally;
(e) Year round;
(f) See generally Environmental Report at Appendices A and D (pps. D-1 through D-12);
(g) Not applicable;
(h) Not applicable.

See also Attachment 2.

8. Attach a map covering area and show location of project proposal See generally Attachment 2, Environmental Report at Appendix C and Federal Lists in Volume 2 at Tabs 1D-1H.

9. State or local government approval: ☐ Attached ☒ Applied for ☐ Not required

10. Nonreturnable application fee: ☐ Attached ☒ Not required

11. Does project cross international boundary or affect international waterways? ☐ Yes ☒ No (If "yes," indicate on map)

12. Give statement of your technical and financial capability to construct, operate, maintain, and terminate system for which authorization is being requested.

See response on page 6.

13a. Describe other reasonable alternative routes and modes considered.

Not applicable.

b. Why were these alternatives not selected?

Not applicable.

c. Give explanation as to why it is necessary to cross Federal Lands.

Existing TAPS facilities are located on and cross federal lands.

14. List authorizations and pending applications filed for similar projects which may provide information to the authorizing agency. (Specify number, date, code, or name)

See generally Federal and State Line Lists in Volume 2 at Tab 1.

15. Provide statement of need for project, including the economic feasibility and items such as: (a) cost of proposal (construction, operation, and maintenance); (b) estimated cost of next best alternative; and (c) expected public benefits.

See generally Environmental Report, including §§ 1.2; 3.3; 4.3.3, and Duration Report, including §§ 1; 3; 4; 8; and 9.

16. Describe probable effects on the population in the area, including the social and economic aspects, and the rural lifestyles.

See generally Environmental Report §§ 3.3; 4.3.3; 4.5 and Duration Report § 8. Additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

17. Describe likely environmental effects that the proposed project will have on: (a) air quality; (b) visual impact; (c) surface and ground water quality and quantity; (d) the control or structural change on any stream or other body of water; (e) existing noise levels; and (f) the surface of the land, including vegetation, permafrost, soil, and soil stability.

(a) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; 4.8.2.3; (b) See generally Environmental Report §§ 3.1.3; 3.3.6.3; 4.3.1.3; 4.3.3.9; 4.5; (c) See generally Environmental Report §§ 3.1.1.6; 3.1.2.1; 4.2.1.3; 4.3.1.2; 4.5; 4.8.2.1; 4.8.2.2; (d) See generally Environmental Report §§ 3.1.1.6; 4.2.1.3; 4.3.1.2; 4.3.2.2; 4.5; (e) See generally Environmental Report §§ 3.1.3; 4.3.1.3; 4.5; (f) See generally Environmental Report §§ 3.1.1; 4.1.1; 4.2.1.1; 4.2.1.2; 4.3.1.1; 4.3.2.2; 4.5. (See continuation on page 6.)

18. Describe the probable effects that the proposed project will have on (a) populations of fish, plantlife, wildlife, and marine life, including threatened and endangered species; and (b) marine mammals, including hunting, capturing, collecting, or killing these animals.

(a) See generally Environmental Report §§ 3.2; 4.3.2; 4.5; 4.8.3; (b) See generally Environmental Report §§ 3.2.6; 3.3.3; 4.3.2; 4.3.3.3; 4.5; 4.8.3.4; 4.8.4.4. In both cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

19. State whether any hazardous material, as defined in this paragraph, will be used, produced, transported or stored on or within the right-of-way or any of the right-of-way facilities, or used in the construction, operation, maintenance or termination of the right-of-way or any of its facilities. "Hazardous material" means any substance, pollutant or contaminant that is listed as hazardous under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. 9601 et seq., and its regulations. The definition of hazardous substances under CERCLA includes any "hazardous waste" as defined in the Resource Conservation and Recovery Act of 1976 (RCRA), as amended, 42 U.S.C. 9601 et seq., and its regulations. The term hazardous materials also includes any nuclear or byproduct material as defined by the Atomic Energy Act of 1954, as amended, 42 U.S.C. 2011 et seq. The term does not include petroleum, including crude oil or any fraction thereof that is not otherwise specifically listed or designated as a hazardous substance under CERCLA Section 101(14), 42 U.S.C. 9601(14), nor does the term include natural gas.

See response on page 6.

20. Name all the Department(s)/Agency(ies) where this application is being filed.

The original application is being filed with the Bureau of Land Management.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and that I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Signature of Applicant

See Attachment 3.

Date

See Attachment 3.

Title 18, U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious, or fraudulent statements or representations as to any matter within its jurisdiction.

APPLICATION FOR TRANSPORTATION AND UTILITY SYSTEMS
AND FACILITIES ON FEDERAL LANDS

GENERAL INFORMATION
ALASKA NATIONAL INTEREST LANDS

This application will be used when applying for a right-of-way, permit, license, lease, or certificate for the use of Federal lands which lie within conservation system units and National Recreation or Conservation Areas as defined in the Alaska National Interest Lands Conservation Act. Conservation system units include the National Park System, National Wildlife Refuge System, National Wild and Scenic Rivers System, National Trails System, National Wilderness Preservation System, and National Forest Monuments.

Transportation and utility systems and facility uses for which the application may be used are:

1. Canals, ditches, flumes, laterals, pipes, pipelines, tunnels, and other systems for the transportation of water.
2. Pipelines and other systems for the transportation of liquids other than water, including oil, natural gas, synthetic liquid and gaseous fuels, and any refined product produced therefrom.
3. Pipelines, slurry and emulsion systems, and conveyor belts for transportation of solid materials.
4. Systems for the transmission and distribution of electric energy.
5. Systems for transmission or reception of radio, television, telephone, telegraph, and other electronic signals, and other means of communications.
6. Improved rights-of-way for snow machines, air cushion vehicles, and all-terrain vehicles.
7. Roads, highways, railroads, tunnels, tramways, airports, landing strips, docks, and other systems of general transportation.

This application **must** be filed simultaneously with each Federal department or agency requiring authorization to establish and operate your proposal.

In Alaska, the following agencies will help the applicant file an application and identify the other agencies the applicant should contact and possibly file with:

Department of Agriculture
Regional Forester, Forest Service (USFS)
Federal Office Building, P.O. Box 21628
Juneau, Alaska 99802-1628
Telephone: (907) 586-7847 (or a local Forest Service Office)

Department of the Interior
Bureau of Indian Affairs (BIA)
Juneau Area Office
9109 Mendenhall Mall Road, Suite 5, Federal Building Annex
Juneau, Alaska 99802
Telephone: (907) 586-7177

Bureau of Land Management (BLM)
222 West 7th Ave., Box 13
Anchorage, Alaska 99513-7599
Telephone: (907) 271-5477 (or a local BLM Office)

National Park Service (NPS)
Alaska Regional Office 2525 Gambell St., Rm. 107
Anchorage, Alaska 99503-2892
Telephone: (907) 257-2585

U.S. Fish & Wildlife Service (FWS)
Office of the Regional Director
1011 East Tudor Road
Anchorage, Alaska 99503
Telephone: (907) 786-3440

Note-Filings with any Interior agency may be filed with any office noted above or with the: Office of the Secretary of the Interior, Regional Environmental Officer, Box 120, 1675 C Street, Anchorage, Alaska 99513.

(For supplemental, see page 4)

Department of Transportation
Federal Aviation Administration
Alaska Region AAL-4, 222 West 7th Ave., Box 14
Anchorage, Alaska 99513-7587
Telephone: (907) 271-5285

NOTE - The Department of Transportation has established the above central filing point for agencies within that Department. Affected agencies are: Federal Aviation Administration (FAA), Coast Guard (USCG), Federal Highway Administration (FHWA), Federal Railroad Administration (FRA).

OTHER THAN ALASKA NATIONAL INTEREST LANDS

Use of this form is not limited to National Interest Conservation Lands of Alaska.

Individual departments/agencies may authorize the use of this form by applicants for transportation and utility systems and facilities on other Federal lands outside those areas described above.

For proposals located outside of Alaska, applications will be filed at the local agency office or at a location specified by the responsible Federal agency.

SPECIFIC INSTRUCTIONS
(Items not listed are self-explanatory)

Item

- 7 Attach preliminary site and facility construction plans. The responsible agency will provide instructions whenever specific plans are required.
 - 8 Generally, the map **must** show the section(s), township(s), and range(s) within which the project is to be located. Show the proposed location of the project on the map as accurately as possible. Some agencies require detailed survey maps. The responsible agency will provide additional instructions.
 - 9, 10, and 12 - The responsible agency will provide additional instructions.
 - 13 Providing information on alternate routes and modes in as much detail as possible, discussing why certain routes or modes were rejected and why it is necessary to cross Federal lands will assist the agency(ies) in processing your application and reaching a final decision. Include only reasonable alternate routes and modes as related to current technology and economics.
 - 14 The responsible agency will provide instructions.
 - 15 Generally, a simple statement of the purpose of the proposal will be sufficient. However, major proposals located in critical or sensitive areas may require a full analysis with additional specific information. The responsible agency will provide additional instructions.
 - 16 through 19 - Providing this information in as much detail as possible will assist the Federal agency(ies) in processing the application and reaching a decision. When completing these items, you should use a sound judgment in furnishing relevant information. For example, if the project is not near a stream or other body of water, **do not** address this subject. The responsible agency will provide additional instructions.
- Application must be signed by the applicant or applicant's authorized representative.

If additional space is needed to complete any item, please put the information on a separate sheet of paper and identify it as "Continuation of Item."

SUPPLEMENTAL

NOTE: The responsible agency(ies) will provide additional instructions	CHECK APPROPRIATE BLOCK	
I - PRIVATE CORPORATIONS <small>See response on page 6.</small>	ATTACHED	FILED*
a. Articles of Incorporation	<input type="checkbox"/>	<input type="checkbox"/>
b. Corporation Bylaws	<input type="checkbox"/>	<input type="checkbox"/>
c. A certification from the State showing the corporation is in good standing and is entitled to operate within the State.	<input type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing	<input type="checkbox"/>	<input type="checkbox"/>
e. The name and address of each shareholder owning 3 percent or more of the shares, together with the number and percentage of any class of voting shares of the entity which such shareholder is authorized to vote and the name and address of each affiliate of the entity together with, in the case of an affiliate controlled by the entity, the number of shares and the percentage of any class of voting stock of that affiliate owned, directly or indirectly, by that entity, and in the case of an affiliate which controls that entity, the number of shares and the percentage of any class of voting stock of that entity owned, directly or indirectly, by the affiliate.	<input type="checkbox"/>	<input type="checkbox"/>
previous applications.	<input type="checkbox"/>	<input type="checkbox"/>
g. If application is for an oil and gas pipeline, identify all Federal lands by agency impacted by proposal.	<input type="checkbox"/>	<input type="checkbox"/>
II- PUBLIC CORPORATIONS		
a. Copy of law forming corporation	<input type="checkbox"/>	<input type="checkbox"/>
b. Proof of organization	<input type="checkbox"/>	<input type="checkbox"/>
c. Copy of Bylaws	<input type="checkbox"/>	<input type="checkbox"/>
d. Copy of resolution authorizing filing	<input type="checkbox"/>	<input type="checkbox"/>
e. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above.	<input type="checkbox"/>	<input type="checkbox"/>
III - PARTNERSHIP OR OTHER UNINCORPORATED ENTITY		
a. Articles of association, if any	<input type="checkbox"/>	<input type="checkbox"/>
b. If one partner is authorized to sign, resolution authorizing action is	<input type="checkbox"/>	<input type="checkbox"/>
c. Name and address of each participant, partner, association, or other	<input type="checkbox"/>	<input type="checkbox"/>
d. If application is for an oil or gas pipeline, provide information required by Item "I-f" and "I-g" above.	<input type="checkbox"/>	<input type="checkbox"/>

* If the required information is already filed with the agency processing this application and is current, check block entitled "Filed." Provide the file identification information (e.g., number, date, code, name). If not on file or current, attach the requested information.

DATA COLLECTION STATEMENT

The Federal agencies collect this information from applicants requesting right-of-way, permit, license, lease, or certifications for the use of Federal lands.

Federal agencies use this information to evaluate your proposal.

No Federal agency may request or sponsor, and you are not required to respond to a request for information which does not contain a currently valid OMB Approval Number.

BURDEN HOURS STATEMENT

The public burden for this form is estimated to vary from 30 minutes to 25 hours per response, with an average of 2 hours per response, including the time for

reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate or any other aspect of this form to: U.S. Department of the Interior, Bureau of Land Management, Information Clearance Officer (W0-630), 1849 C Street, Mail Stop 401LS, Washington, D.C. 20240

A reproducible copy of this form may be obtained from the Bureau of Land Management, Division of Lands, 1620 L Street, Rm. 1000LS, Washington, D.C. 20036.

NOTICE

NOTE: This applies to the Department of the Interior/Bureau of Land Management (BLM).

The Privacy Act of 1974 provides that you be furnished with the following information in connection with the information provided by this application for an authorization.

AUTHORITY: 16 U.S.C. 310 and 5 U.S.C. 301.

PRINCIPAL PURPOSE: The primary uses of the records are to facilitate the (1) processing of claims or applications; (2) recordation of adjudicative actions; and (3) indexing of documentation in case files supporting administrative actions.

ROUTINE USES: BLM and the Department of the Interior (DOI) may disclose your information on this form: (1) to appropriate Federal agencies when concurrence or supporting information is required prior to granting or acquiring a right or interest in lands or resources; (2) to members or the public who have a need for the information that is maintained by BLM for public record; (3) to the U.S. Department of Justice, court, or other adjudicative body when DOI determines the information is necessary and relevant to litigation; (4) to appropriate Federal, State, local, or foreign agencies responsible for investigating prosecuting violation, enforcing, or implementing this statute, regulation, or order; and (5) to a congressional of lice when you request the assistance of the Member of Congress in writing.

EFFECT OF NOT PROVIDING THE INFORMATION: Disclosing this information is necessary to receive or maintain a benefit. Not disclosing it may result in rejecting the application.

**MASTER APPLICATION
FOR TRANSPORTATION AND
UTILITY SYSTEMS AND FACILITIES
ON FEDERAL LAND**

For the Trans-Alaska Pipeline System

Continuation of Item #5: Renewal on the same terms of each Applicant's undivided interest in existing authorizations for the Trans-Alaska Pipeline System ("TAPS"), including, but not limited to, F-12505, AA-5847, F-21770, and other authorizations identified on the Federal Line Lists in Volume 2 at Tab 1D -1H.

Continuation of Item #s 6, 12 and Supplemental Items on page 4: Each Applicant identified in response to Item 1 above (individually "Applicant" and collectively "Applicants") separately responds to this item in its respective SUPPLEMENTAL APPLICATION at Volume 1 of 3 (individually "SUPPLEMENTAL APPLICATION" and collectively "SUPPLEMENTAL APPLICATIONS"). Further, nothing in this MASTER APPLICATION should be interpreted or construed as having the effect or implication of any Applicant making any statement, representation or certification as to the accuracy or completeness of any other Applicant's response to this item.

Continuation of Item #17: In all cases additional information may be found in studies and reports that bear on TAPS, such as those identified in the Environmental Report at Section 8 and 43 U.S.C. § 1651(b), and the 1972 Environmental Impact Statement (6 vols.) that preceded the execution of the Federal Grant.

Continuation of Item #19: TAPS does not engage in the use, production, transportation or storage of hazardous materials as part of TAPS' purpose. TAPS operates to transport crude oil, and crude oil is not a hazardous material as defined in this question. Hazardous materials are only present on TAPS incidentally in support of the operation and maintenance of TAPS. All hazardous materials are managed under state and federal law. Those occurrences are described categorically below. Also see Environmental Report § 3.1.1.5.

Hazardous Material Use. Chemical products may be "hazardous materials" or may include components that are hazardous materials. These products are used for TAPS operations and maintenance. Any list of hazardous materials would be only temporarily accurate because product use on TAPS varies continuously. Therefore, they are listed here categorically: paints and associated products; pipe coating chemicals; equipment repair and lubrication products, cleaners, and antifreeze chemicals; adhesives, epoxies and sealants; corrosion inhibitors; fire fighting chemicals; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. This list provides a description of TAPS hazardous material use, but is not intended to be comprehensive

chemical by chemical. That detailed information may be obtained from Alyeska's OSHA MSDS (hazardous communication) program and the annual SARA Title III reports submitted to EPA.

Hazardous Material Production. TAPS does not produce hazardous materials.

Hazardous Material Transportation. Chemical product hazardous materials, described above, are transported on and off TAPS facilities utilizing the procedure established under state and federal law. The U.S. DOT has strict requirements for the transportation of chemical products, under 49 CFR Parts 172- 177, 350-399. Hazardous wastes also must comply with the same U.S. DOT transportation requirements. In place is an extensive hazardous material transportation plan that covers both chemical product and hazardous waste transportation on and off TAPS facilities. Bills of lading are used to track the transportation of chemical products. In addition, there are EPA hazardous waste manifests for transported hazardous wastes. The list of hazardous materials transported on and off TAPS facilities would be composed of those hazardous materials listed above under Hazardous Material Use and below under Hazardous Material Storage.

Hazardous Material Storage. The list of hazardous materials stored is the same as the list of hazardous materials used on TAPS facilities, except for waste storage. Where required or appropriate, chemical products are stored within secondary containment. Hazardous wastes that are generated at a TAPS facility are stored utilizing EPA requirements for hazardous waste generators. The hazardous waste categories are predominantly chemical products that have completed their use: paints and associated products; equipment repair and lubrication products, and parts cleaners; adhesives, epoxies and sealants; laboratory chemicals used for crude oil analysis; herbicides, pesticides and insecticides (used with the approval of the Authorized Officer); photographic chemicals; and batteries. Tank and pipe cleaning sludges are a non-product waste stream that contributes to this list. These wastes are only temporarily stored at a facility, in accordance with EPA regulations. During storage they are monitored, in accordance with EPA regulations, and they are transported off the facilities and disposed of at EPA permitted facilities. A listing of hazardous wastes stored at a TAPS facility for any one-year period can be found in the annual RCRA report submitted to EPA.

ATTACHMENT 1

A. Applicants for renewal of their undivided interests in existing authorizations for TAPS are the following corporations:

1. Amerada Hess Pipeline Corporation
One Allen Center
500 Dallas Street, Level 2
Houston, Texas 77002

Authorized Officer:
Donald C. Lutken, Jr.
President and Chief Executive Officer

Telephone: (713) 609-4000

2. BP Pipelines (Alaska) Inc.
900 E. Benson Blvd., MB 11-5
Anchorage, AK 99508

Authorized Officer:
Albert N. Bolea
President

Telephone: (907) 564-5757

3. ExxonMobil Pipeline Company
800 Bell Street
Houston, TX 77002

Authorized Officer:
Richard A. Rabinow
President

Telephone: (713) 656-5056

4. Phillips Transportation Alaska, Inc.
700 G Street
Anchorage, AK 99501

Authorized Officer:
Margaret A. Yaege
President

Telephone: (907) 263-3710

5. Unocal Pipeline Company
14141 Southwest Freeway
Sugar Land, TX 77478

Authorized Officer:
Joseph M. Monroe
President

Telephone: (281) 287-7775

6. Williams Alaska Pipeline Company, L.L.C.
1 Williams Center 720A
Tulsa, OK 74172

Authorized Officer:
Michael N. Mears
Vice President

Telephone: (918) 573-3211

- B. The Applicants (i) own, in undivided interests, the entirety of the authorizations for which renewal is sought as are identified in the Federal Line Lists in Volume 2 at Tab 1D-1H and (ii) operate TAPS through Alyeska Pipeline Service Company ("Alyeska"). The operating agreement among the Owners and other information pertaining to Alyeska appears in file AA-5722 in the Bureau of Land Management's Alaska State Office.

ATTACHMENT 2

A. MAINLINE AND FUEL GAS LINE

SERIAL NUMBER	TYPE OF SYSTEM OR FACILITY	MAP SHEET NO.*
F-12505/AA-5847	Crude oil pipeline and other facilities	2/3/4/5/6/7/8/9/10/ 11/12/13/14/15/16/ 18/19/20/21/22/23/ 24/25
F-21770	Fuel gas pipeline and other facilities	2/3/4/5

* References in the MAP SHEET NO. column are to maps at Appendix C of the Environmental Report, Volume 3 of 3.

B. ACCESS ROADS

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
F 20780	118-APL-1	118-APL/AMS-1	5
F 21586	116-APL-1	116-APL/AMS-1	5
F 22386	116-APL-6		5
F 20776	115-APL-1		5
F 21585	115-APL-3	115-APL/AMS-3	5
F 20719	114-APL-1	114-APL/AMS-1	5/6
F 21656	114-APL-2B		5/6
FF 088221	Atigun Boat Ramp	114-APL/AMS-2C	5/6
F 21465	114-APL-3		5/6
F 21467	114A-APL-5	114-APL-5	5/6
F 20717	113-APL-1		6
FF 088197	113-APL/AMS-2	113-APL-2	6
F 20715	112-APL-1		6

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
FF 088195	112-AMS-2	112-APL-2	6
F 21727	112-APL-3A		6
FF 088193	112-APL-4B		6
F 20714	111-APL-3	111-APL/AMS-3	6
F 21583	110-APL-1		6
F 21617	110-APL-1B		6
F 20713	110-APL-2		6
F 21653	109-APL-1A		6/7
F 21535	109-APL-3A		6
FF 088194	108-APL-1		7
FF 088223	108-APL-1A		7
FF 088485	108-APL-5		7
F 20707	108-APL-6		7
F 21640	108-APL-7	108-APL/AMS-7	7
	Remote Gate Valve ("RGV") 33 Access	JPO Letter No. 94-082-M	7
F 64648	108-APL-8		7
F 21623	107-APL-1A	107-APL/AMS-1A	7
F 64647	107-APL-2A		7
F 20699	107-APL-3		7
FF 088192	107-APL/AMS-4		7
F 21618	106-APL-1A	106-APL/AMS-1A	7
F 64646	106-APL-2B	106-APL/AMS-2B	7

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
F 21652	105-APL-1A	105-APL/AMS-1A	7
F 20692	105-APL-2		7
F 20693	105-APL-3		7
F 20694	105-APL-4		7
FF 088220	104-APL-0		7/8
FF 088218	104-APL-1		7
F 21429	104-APL-1A		7
F 20688	104-APL-3		7
F 21638	103-APL-1A	103-APL/AMS-1A	8
FF 84277	103-APL-3		7/8
FF 088191	103-APL-3A		7/8
F 20683	103-APL-4		7/8
F 20675	102-APL-1		8
F 20676	102-APL-2		8
FF 088222	Pipeline Mile Post ("PLMP") 216.3	102-APL-2A	8
F 20677	102-APL-3	102-APL/AMS-3	8
FF 088190	102-APL-3A	102-AMS-3A	8
F 20678	102-APL-4		8
F 20679	102-APL-5		8
F 20671	101-APL-1		8
FF 088187	101-APL-1A		8
FF 088188	101-APL-1B	101-AMS-1B	8

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
FF 088189	101-APL-2	101-APL/AMS-2	8
F 20673	101-APL-3		8
FF 87266	101-APL/AMS-4		8
F 20668	100-APL-2	100-APL/AMS-2	8
F 20669	100-APL-2A		8
F 20665	99-APL-3		8
F 20666	99-APL-4	99-APL/AMS-4	8
F 20656	97-APL-1	97-APL/AMS-1	9
F 20657	97-APL-3	97-APL/AMS-3	9
F 21763	97-APL-5		9
F 20653	96-APL-1	96-APL/AMS-1	9
F 20654	96-APL-2A		9
F 64645	96-APL-3		9
F 22978	95-APL-4A		9
F 20652	95-APL-5	95-APL/AMS-5	9
F 21553	94-APL-1A	94-APL/AMS-1A	9
F 21570	93-APL-1	93-APL/AMS-1	9
F 20645	93-APL-2	93-APL/AMS-2	9
F 21551	93-APL-4		9
F 21552	92-APL-0		9/10
F 20637	92-APL-1	92-APL/AMS-1	9
F 20638	92-APL-2	92-APL/AMS-2	9

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
F 20640	92-APL-4		9
F 20642	92-APL-6	92-APL/AMS-6	9
F 20633	91-APL-1	91-APL/AMS-1	10
F 22365	91-APL-1B		10
F 21693	91-APL-3	91-APL/AMS-3	9/10
FF 088186	90-APL/AMS-1	90-APL-1	10
FF 81337	90-APL-2		10
F 21568	90-APL-4A	90-APL/AMS-4A	10
F 20625	89-APL-1	89-APL/AMS-1	10
F 20627	89-APL-3		10
F 20628	89-APL-4	89-APL/AMS-4	10
F 20773	89-APL-6		10
F 20623	88-APL-1	88-APL/AMS-1	10
F 21567	88-APL-2	88-APL/AMS-2	10
F 20622	87-APL-2		10
F 21582	87-APL-3B	87-APL/AMS-3B	10
F 21549	87-APL-4		10
F 20615	86-APL-1		10/11
F 20616	86-APL-2		10/11
F 20618	86-APL-3A	86-APL/AMS-3A	10
FF 088184	86-APL-4		10
FF 088185	86-APL-4A		10

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
FF 088219	86-APL-4B		10
F 20621	86-APL-5	86-APL/AMS-5	10
F 20613	85-APL-1	85-APL/AMS-1	11
F 64644	85-APL-3		10/11
F 20610	84-APL-1		11
F 20611	84-APL-2		11
F 20608	83-APL-2	83-APL/AMS-2	11
F 20609	83-APL-3	83-APL/AMS-3	11
F 20606	82-APL-2	82-APL/AMS-2	11
F 21565	81-APL-1B		11
F 20604	81-APL-3	81-APL/AMS-3	11
F 20605	81-APL-4		11
F 20600	80-APL-2		12
F 21581	80-APL-2A		11/12
F 21546	80-APL-3A	80-APL/AMS-3A	11/12
F 20596	79-APL-1	79-APL/AMS-1	12
F 20597	79-APL-2	79-APL/AMS-2	12
F 20598	79-APL-3		12
F 20594	78-APL-1		12
F 64643	78-APL-1A		12
F 20595	78-APL-3	78-APL/AMS-3	12
F 20564	62-APL-1		15

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
F 21650	57-APL-3		16
F 21740	56-APL-3		16
F 20557	45-APL-3		18
F 21591	45-APL-4		18
F 20553	44-APL-3		18
F 20554	44-APL-5		18
F 20542	40-APL-1	40-APL/AMS-1	19
F 20545	40-APL-4	40-APL/AMS-4	19
F 20535	39-APL-1	39-APL/AMS-1	19
F 20536	39-APL-2		19
F 21759	39-APL-4	39-APL/AMS-4	19
F 20541	39-APL-7		19
F 20534	38-APL-9		19
F 20532	38-APL-7		19
F 21756	38-APL-1A		19
F 20530	38-APL-5		19
AA 8857	37-APL-2		19
AA 37894	37-APL-3		19
F 20526	37-APL-4		19
AA 8855	37-APL-1		19
AA 8853	36-APL-1A		20
AA 9213	35-APL-6	35-APL/AMS-6	20

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
AA 8854	36A-APL-1		19/20
AA 8851	31-APL-1		20/21
AA 8871	31-APL-3		20
AA 8870	30-APL-1		21
AA 9198	29-APL-1		21
AA 8848	28-APL-1	28-APL/AMS-1	21
AA 8849	28-APL-1C		21
AA 11185	27-APL/AMR-3	27 APL-3	21
AA 8866	26-APL-2	26-APL/AMS-2	21
AA 8867	26-APL/AMR-3	26-APL-3	21
AA 9189	23-APL-1A		22
AA 8863	22-APL-1		22
AA 8862	20-APL-1		21
AA 9166	19-APL-3		23
AA 8845	19-APL-1		23
AA 8843	17-APL-7		23
AA 8842	17-APL-5		23
AA 8840	17-APL-3		23
AA-8838	16-APL-1		23
AA-9462	14-APL-4		23/24
AA 8829	12-APL-1		24
AA 8827	11-APL-1		24

ATTACHMENT 2

SERIAL NO.	ACCESS ROAD NO.	ALSO KNOWN AS	MAP SHEET NO.*
AA 37895	10-APL-0		24
AA 8825	10-APL-3		24
AA 8820	9-APL-2		24
AA 9602	9-APL-3A		24
AA 075690	9-APL-3B	9-AMS-3B	24
AA 8822	9-APL-4	9-APL/AMS-4	24
AA 9589	8-APL-1		24
AA 8817	8-APL-2		24
AA 77244	6-APL-5		25

* References in the MAP SHEET NO. column are to maps at Appendix C of the Environmental Report, Volume 3 of 3.

C. MISCELLANEOUS RIGHTS

SERIAL NUMBER	TYPE OF SYSTEM OR FACILITY	MAP SHEET NO.*
F-84966	Power and communication line and other facilities	9/10 Also see plat(s) at Tab 1H of Volume 2 of 3
AA-31239	Communication site and access road	21 Also see plat(s) at Tab 1H of Volume 2 of 3

* Except as otherwise noted, references in the MAP SHEET NO. column are to maps at Appendix C of the Environmental Report, Volume 3 of 3.


D. CONTAINMENT SITES

Rights to containment sites established under the June 14, 1991 Memorandum of Understanding between the Bureau of Land Management and Alyeska Pipeline Service Company, as agent for the TAPS Owners. Maps reflecting the location of the subject containment sites are a part of the Trans-Alaska Pipeline System Pipeline Oil Discharge Prevention and Contingency Plan, approved on November 30, 1998 and last revised on November 17, 2000, on file in the Bureau of Land Management's Alaska State Office.

ATTACHMENT 3

This MASTER APPLICATION is executed in multiple counterparts, with each counterpart being an original, and all counterparts together constituting the Master Application.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.



Amerada Hess Pipeline Corporation *ACS*

Date: APR 30 2001

BP Pipelines (Alaska) Inc.

Date: _____

ExxonMobil Pipeline Company

Date: _____

Phillips Transportation Alaska, Inc.

Date: _____

Unocal Pipeline Company

Date: _____

Williams Alaska Pipeline Company, L.L.C.

Date: _____

Title 18, U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States, any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

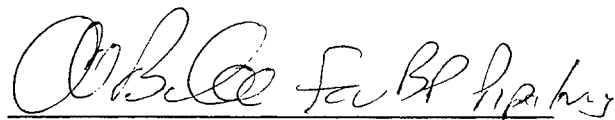
ATTACHMENT 3

This MASTER APPLICATION is executed in multiple counterparts, with each counterpart being an original, and all counterparts together constituting the Master Application.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Amerada Hess Pipeline Corporation

Date: _____



BP Pipelines (Alaska) Inc.

Date: APR 30 2001

ExxonMobil Pipeline Company

Date: _____

Phillips Transportation Alaska, Inc.

Date: _____

Unocal Pipeline Company

Date: _____

Williams Alaska Pipeline Company, L.L.C.

Date: _____

Title 18, U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States, any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

ATTACHMENT 3

This MASTER APPLICATION is executed in multiple counterparts, with each counterpart being an original, and all counterparts together constituting the Master Application.


I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Amerada Hess Pipeline Corporation

Date: _____

BP Pipelines (Alaska) Inc.

Date: _____



ExxonMobil Pipeline Company

Date: APR 30 2001

Phillips Transportation Alaska, Inc.

Date: _____

Unocal Pipeline Company

Date: _____

Williams Alaska Pipeline Company, L.L.C.

Date: _____

Title 18, U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States, any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

ATTACHMENT 3

This MASTER APPLICATION is executed in multiple counterparts, with each counterpart being an original, and all counterparts together constituting the Master Application.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Amerada Hess Pipeline Corporation

Date: _____

BP Pipelines (Alaska) Inc.

Date: _____

ExxonMobil Pipeline Company

Date: _____

Margaret A. Yerge

Phillips Transportation Alaska, Inc.

Date: APR 30 2001

Unocal Pipeline Company

Date: _____

Williams Alaska Pipeline Company, L.L.C.

Date: _____

Title 18, U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States, any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

ATTACHMENT 3

This MASTER APPLICATION is executed in multiple counterparts, with each counterpart being an original, and all counterparts together constituting the Master Application.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Amerada Hess Pipeline Corporation

Date: _____

BP Pipelines (Alaska) Inc.

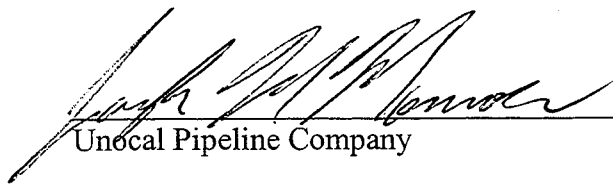
Date: _____

ExxonMobil Pipeline Company

Date: _____

Phillips Transportation Alaska, Inc.

Date: _____


Unocal Pipeline Company

APR 30 2001

Date: _____

Williams Alaska Pipeline Company, L.L.C.

Date: _____

Title 18, U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States, any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

ATTACHMENT 3

This MASTER APPLICATION is executed in multiple counterparts, with each counterpart being an original, and all counterparts together constituting the Master Application.

I HEREBY CERTIFY, That I am of legal age and authorized to do business in the State and I have personally examined the information contained in the application and believe that the information submitted is correct to the best of my knowledge.

Amerada Hess Pipeline Corporation

Date: _____

BP Pipelines (Alaska) Inc.

Date: _____

ExxonMobil Pipeline Company

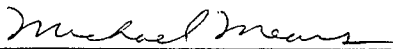
Date: _____

Phillips Transportation Alaska, Inc.

Date: _____

Unocal Pipeline Company

Date: _____



Williams Alaska Pipeline Company, L.L.C.

Date: **APR 30 2001**

Title 18, U.S.C. Section 1001, makes it a crime for any person knowingly and willfully to make to any department or agency of the United States, any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

REVISIONS

**APPLICATION
OF
UNOCAL PIPELINE COMPANY
FOR RENEWAL OF THE TRANS-ALASKA
PIPELINE SYSTEM ON STATE LANDS
STATE VOLUME 1-UP OF 3
REVISION LOG**

NOTICE:

The contents of this binder are subject to change without notice to individual holders. However, revisions will be placed on the TAPS Right-of-Way Renewal web site at www.tapsrow.com. Please visit the web site to ensure that you have the current version of binder contents.